

NATIONAL UNIVERSITY OF SINGAPORE, FACULTY OF LAW

LC2012 TRIAL ADVOCACY

AY 2020/2021, SEMESTER 2

STATEMENT OF CLAIM ASSIGNMENT

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IN THE GENERAL DIVISION OF THE HIGH COURT

Between

1. Richard Ma Xiong Mao
(NRIC No. S7584291C)
2. Roland Ma Meng Hu
(NRIC No. S8126347G)

... Plaintiffs

And

1. Ruby Ma Bao Bei
(NRIC No. S9032516Z)
2. Ma Neigh Pte Ltd
(UEN No. 196688086A)

... Defendants

STATEMENT OF CLAIM

A. The Parties

1. The 1st Plaintiff, 2nd Plaintiff, and 1st Defendant are the first, second, and third child respectively of the late Mr Warren Ma (**“Warren”**), the former CEO & Managing Director of the 2nd Defendant. The 1st and 2nd Plaintiffs are children of Warren’s first marriage to the late Mdm Angela Ma (**“Angela”**). The 1st Defendant is a child of Warren’s second marriage to Mdm Rene Ma (**“Rene”**), born out of wedlock while Warren was still married to Angela.
2. The 2nd Defendant is a private company incorporated in Singapore with its registered address at One Temasek Avenue, Level 36 Millenia Tower,

Singapore 039192. The 2nd Defendant is in the business of owning, acquiring, developing, and selling real estate, and is a going concern. It is a prominent company in the real estate sector in Singapore and, as at the date of the Writ, its business is considered to be a billion-dollar empire.

3. The issued share capital of the 2nd Defendant is S\$300,000,000, comprising 300,000,000 ordinary shares. Prior to Warren's death, the shareholding in the 2nd Defendant was as follows:

<u>Shareholder's Name</u>	<u>No. of Shares Held</u>	<u>Percentage of Shares</u>
Warren	210,000,000	70%
The 1 st Plaintiff	30,000,000	10%
The 2 nd Plaintiff	30,000,000	10%
The 1 st Defendant	30,000,000	10%

4. Prior to Warren's death, the parties' positions in, and number of years of service to, the 2nd Defendant were as follows:

<u>Name</u>	<u>Position</u>	<u>No. of Years</u>
Warren	CEO & Managing Director	54 years
The 1 st Plaintiff	COO & Director	20 years
The 2 nd Plaintiff	CFO & Director	14 years
The 1 st Defendant	PR Manager	6 months

5. Warren passed away on 30 October 2020. By his Last Will & Testament, Warren bequeathed his entire 70% share in the 2nd Defendant to the 1st Defendant. This new majority shareholding was effected on 6 November 2020. As at the date of the Writ, therefore, the shareholding in the 2nd Defendant is as follows:

<u>Shareholder's Name</u>	<u>No. of Shares Held</u>	<u>Percentage of Shares</u>
The 1 st Plaintiff	30,000,000	10%
The 2 nd Plaintiff	30,000,000	10%
The 1 st Defendant	240,000,000	80%

6. The 2nd Defendant is a family business, wholly owned and managed by the Ma family. It was an implied understanding amongst the 2nd Defendant's shareholders at all material times that the Plaintiffs would be allowed to participate in the management, and would be responsible for the day-to-day running, of the 2nd Defendant. This implied understanding gave rise to legitimate expectations by the Plaintiffs, and was based on:
- (a) The mutual trust and confidence between the Plaintiffs, Warren, and the 1st Defendant;
 - (b) The Plaintiffs' long-standing service to, and experience in, the 2nd Defendant; and
 - (c) The 1st and 2nd Plaintiffs' relevant qualifications of double degrees in Business Administration & Law (BBA-LLB) and Business Administration & Accountancy (BBA-BAcc) respectively.

7. The Plaintiffs aver that since the 1st Defendant became majority shareholder:
- (a) A resolution has been passed which unfairly discriminates against or is otherwise prejudicial to the Plaintiffs under s 216(1)(b) of the Companies Act (Cap 50, 2006 Rev Ed) (the “Act”);
 - (b) An act of refusing to declare dividends for the Financial Year Ended (FYE) 2020 and “*for the foreseeable future*” has been threatened by the 1st Defendant which unfairly discriminates against or is otherwise prejudicial to the Plaintiffs under s 216(1)(b) of the Act; and
 - (c) By reason of the matters stated in Paragraphs 7(a) and (b) above, the affairs of the 2nd Defendant have been conducted, and the powers of the 1st Defendant as majority shareholder have been exercised, in a manner oppressive to or in disregard of the Plaintiffs’ interests as members (and former Directors) of the 2nd Defendant under s 216(1)(a) of the Act.

B. Resolution to Remove the Plaintiffs as Directors and Chief Officers

8. On 23 November 2020, the 1st Defendant convened an Extraordinary General Meeting (“**EGM**”). The EGM was duly attended by the Plaintiffs and the 1st Defendant, and notice of this EGM was duly provided to the Plaintiffs pursuant to Clause 49 of the 2nd Defendant’s Constitution. At the EGM, against the Plaintiffs’ protests, the 1st Defendant tabled and passed an ordinary resolution (the “**23 November 2020 Resolution**”) to:
- (a) Remove the 1st Plaintiff as Director & COO of the 2nd Defendant;

- (b) Remove the 2nd Plaintiff as Director & CFO of the 2nd Defendant; and
- (c) Appoint herself as Managing Director & CEO of the 2nd Defendant.

C. Refusal to Declare Dividends for FYE 2020 and “*the Foreseeable Future*”

9. After the EGM, the 1st Defendant shouted at the 1st Plaintiff and insulted the memory of the Plaintiffs’ late mother. The 1st Plaintiff sought to discipline the 1st Defendant for her rudeness, but accidentally wounded the 1st Defendant in the process (the “**23 November 2020 Incident**”).
10. In retaliation for the 23 November 2020 Incident, the 1st Defendant:
 - (a) Filed a spurious police report (on 26 November 2020) and a frivolous application for a Personal Protection Order in the Family Justice Courts (on 30 November 2020) against the 1st Plaintiff; and
 - (b) Sent the Plaintiffs an email on 7 December 2020 informing them that the 2nd Defendant will not be declaring dividends for FYE 2020 and “*for the foreseeable future*” (the “**7 December 2020 Email**”).
11. The Plaintiffs aver that by the 1st Defendant’s actions referred to in Paragraphs 8 to 10 above, the 1st Defendant was:
 - (a) Motivated by her personal vendetta, and not acting pursuant to any valid business considerations;
 - (b) Acting against the interests of the 2nd Defendant; and

- (c) Using her controlling power in the general meeting and Board of Directors to adopt a grossly inequitable policy which only benefitted herself and gave no benefit to the Plaintiffs as minority shareholders.

12. Furthermore, in excluding the Plaintiffs from the management and day-to-day running of the 2nd Defendant, the 1st Defendant was acting in breach of the implied understanding referred to in Paragraph 6 above.

AND THE PLAINTIFFS CLAIM:

- (1) An order that the 23 November 2020 Resolution be revoked, and the Plaintiffs be reinstated as Directors and Chief Officers of the 2nd Defendant;
- (2) An injunction to restrain the Defendants from refusing to declare dividends where the 2nd Defendant attains profits and, in any event, for FYE 2020;
- (3) Alternatively to (1) and (2) above, an order that the 1st Defendant purchases all the Plaintiffs' shares in the 2nd Defendant, without discount and at a price to be determined by the Court or an independent valuer to be appointed by the Court or by mutual agreement between the parties;
- (4) Costs; and
- (5) Such further or other relief as this Honourable Court deems fit.

Dated this 29th day of January 2021.

Solicitors for the Plaintiffs