

# NOTICE OF ANNUAL GENERAL MEETING

## SECOND CHANCE PROPERTIES LTD

(Co. Reg. No. 198103193M)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Second Chance Properties Ltd (the “**Company**”) will be held at 810 Geylang Road, #04-28/37 The Iris, City Plaza, Singapore 409286 on Thursday, 21 December 2023 at 10:00 a.m. for the purpose of considering and if thought fit, transacting the following business:

### AS ORDINARY BUSINESSES

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 August 2023 together with the Auditors’ Report thereon. *(Resolution 1)*
2. To declare a first and final dividend of 0.55 Singapore cents per ordinary share tax-exempt (one-tier) for the financial year ended 31 August 2023. *(Resolution 2)*
3. To approve the payment of Directors’ fees of S\$160,509.68 for the financial year ended 31 August 2023. (2022: S\$142,183) *(Resolution 3)*
4. To re-elect Dr Ahmad Bin Mohamed Magad, who retires by rotation pursuant to Regulation 107 of the Company’s Constitution, as Director of the Company. *(Resolution 4)*  
*[See Explanatory Note (i)]*
5. To re-elect Mr Tan Lye Heng Paul, who retires by rotation pursuant to Regulation 107 of the Company’s Constitution, as Director of the Company. *(Resolution 5)*  
*[See Explanatory Note (ii)]*
6. To re-elect Ms Geetha Padmanabhan, who retires by rotation pursuant to Regulation 107 of the Company’s Constitution, as Director of the Company. *(Resolution 6)*  
*[See Explanatory Note (iii)]*
7. To re-appoint Messrs CLA Global TS Public Accounting Corporation, Certified Public Accountants as Auditors of the Company and to authorize the Directors to fix their remuneration. *(Resolution 7)*
8. To transact any other ordinary business which may properly be transacted at the AGM.

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as ordinary resolution, with or without any modifications:

9. **General Mandate to Directors to Issue Shares** *(Resolution 8)*

“That, pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (A) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements, or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), shall not exceed 50 percent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a *pro rata* basis, then the aggregate number of shares to be issued under such circumstances (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 percent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below); and
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of the total issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of convertible securities;
  - (ii) (where applicable) new shares arising from exercising share options or vesting of share awards provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with sub-paragraph (b)(i) or sub-paragraph (b)(ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (iv)]

## 10. Authority to Issue Shares pursuant to the Second Chance Properties Ltd Scrip Dividend Scheme (Resolution 9)

That pursuant to Section 161 of the Act and the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised and empowered to allot and issue such number of new ordinary shares (credited as fully paid up to the amount as may be determined and announced by the Directors from time to time) in the capital of Company as may be required to be allotted and issued pursuant to the Second Chance Properties Ltd Scrip Dividend Scheme, provided that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)]

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BY ORDER OF THE BOARD

**Sharon Lim Siew Choo**  
Company Secretary

Singapore, 4 December 2023

## EXPLANATORY NOTES:

- i. Dr Ahmad Bin Mohamed Magad, will, upon re-election as a Director, remain as Independent Non-Executive Chairman of the Company, Chairman of Nominating Committee, member of Audit Committee and Remuneration Committee, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Dr Ahmad Bin Mohamed Magad can be found under the “Board of Directors” and “Disclosure of information on Directors seeking re-election” sections in the Company’s Annual Report.
- ii. Mr Tan Lye Heng Paul, will, upon re-election as a Director, remain as Independent Non-Executive Director of the Company, Chairman of Remuneration Committee, member of Audit Committee and Nominating Committee, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr Tan Lye Heng Paul can be found under the “Board of Directors” and “Disclosure of information on Directors seeking re-election” sections in the Company’s Annual Report.
- iii. Ms Geetha Padmanabhan will, upon re-election as a Director, remain as Independent Non-Executive Director of the Company, Chairman of Audit Committee, member of Remuneration Committee and Nominating Committee, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Ms Geetha Padmanabhan can be found under the “Board of Directors” and “Disclosure of information on Directors seeking re-election” sections in the Company’s Annual Report.
- iv. Ordinary Resolution 8 above, if passed, will authorise and empower the Directors of the Company from the date of this resolution is passed until the date of the next AGM, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding in aggregate 50 percent of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20 percent may be issued other than on a *pro rata* basis to existing shareholders of the Company.
- v. Ordinary Resolution 9 above, if passed, will authorise and empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the Second Chance Properties Ltd Scrip Dividend Scheme (as approved in the extraordinary general meeting held on 28 November 2003 and as modified by the Directors in accordance with the authority granted thereunder) to members who, in respect of a qualifying dividend, elect to receive scrip in lieu of cash amount of that qualifying dividend. Authority under Ordinary Resolution 9 is in addition to the general authority to issue shares and/or convertible securities sought under Ordinary Resolution 8.

## Notes:

1. The AGM of the Company will be held, in a wholly physical format at 810 Geylang Road, #04-28/37 The Iris, City Plaza, Singapore 409286, on Thursday, 21 December 2023 at 10:00 a.m.. **There will be no option for members to participate virtually.**
2. If a member wishes to submit questions related to the resolutions tabled for approval at the AGM, all questions must be submitted no later than **12 December 2023** through any of the following means:
  - (a) In hard copy by sending personally or by post and lodging the same at the registered office of the Company at 60 Paya Lebar Road, #07-20, Paya Lebar Square, Singapore 409051; or
  - (b) By email to the Company at [contact@secondchance.com.sg](mailto:contact@secondchance.com.sg).

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and provide particulars as follows:

- the Member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- the Member's NRIC/Passport/UEN number;
- the Member's contact number and email address; and
- the manner in which the Member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its member status.

Alternatively, member may also ask question during the AGM.

3. The Company will endeavour to address all substantial and relevant questions received from members **by 16 December 2023, 10:00 a.m.**, being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form, via SGXNet and on our corporate website. The Company will also address any subsequent clarifications sought or follow-up questions during the AGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the corporate website at the URL <http://secondchance.com.sg/>, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the AGM.
4. A member who is not a Relevant Intermediary\*, entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company.
5. A member who is a Relevant Intermediary\* is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
6. The instrument appointing the proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
7. The Proxy Form, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:
  - (a) If sent personally or by post, be lodged at the registered office of the Company at 60 Paya Lebar Road, #07-20, Paya Lebar Square, Singapore 409051; or
  - (b) If by email, be received by the Company at [contact@secondchance.com.sg](mailto:contact@secondchance.com.sg)

In either case, **by 18 December 2023, 10:00 a.m.** (being 72 hours before the time fixed for the AGM) ("**Proxy Deadline**"), and in default the instrument of proxy shall not be treated as valid.

8. The Company shall be entitled to reject the instrument appointing the proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy or proxies (including any related attachment or supporting documents) (such as in the case where the appointor submits more than one instrument appointing the proxy or proxies).
9. Investors who hold shares through Relevant Intermediary\*, including under the Central Provident Fund Investment Scheme ("**CPF Investor**") or the Supplementary Retirement Scheme ("**SRS Investor**"), and holders under depository agents and who wish to exercise their votes should approach their respective Relevant Intermediary\*, including CPF Agent Bank, SRS Operators or depository agent to submit their votes at least seven (7) working days before the AGM (i.e. **by 5:00 p.m. on 11 December 2023**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint anyone to vote on their behalf no later than the Proxy Deadline.

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10. In the case of a member whose Shares are entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the proxy or proxies lodged if such member, being appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
11. The following documents are made available to members on **4 December 2023** together with this Notice of AGM via SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <http://secondchance.com.sg/>:
  - (a) Annual Report for the financial year ended 31 August 2023 ("Annual Report"); and
  - (b) Proxy Form in relation to the AGM.
12. If you wish to receive a printed copy of the Annual Report, please complete and return the request form to the Company's Share Registrar office **by no later than 13 December 2023**.
13. The Notice of AGM together with its proxy form as well as the request form will be sent to Shareholders by post on **4 December 2023**.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment, thereof, or (b) submitting details for the registration to observe the proceedings of the AGM of the Company via live audio-visual webcast or audio-only stream, or (c) submitting any question prior to the AGM of the Company, in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) addressing substantial and relevant questions from members received before the AGM of the Company and if necessary, following up with the relevant members in relation to such questions;
- (iii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and
- (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

The member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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