NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS ANNOUNCEMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS UNLAWFUL OR UNAUTHORISED.

VOLUNTARY UNCONDITIONAL CASH OFFER

by

CIMB BANK BERHAD (13491-P)
SINGAPORE BRANCH
(Incorporated in Malaysia)

for and on behalf of

FINAL CHANCE HOLDINGS PTE. LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No.: 202344227H)

for all the issued and paid-up ordinary shares in the capital of

SECOND CHANCE PROPERTIES LTD
(Incorporated in the Republic of Singapore)
(Company Registration No.: 198103193M)

EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT 1967

1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch ("**CIMB**") refers to:

(a) the announcement issued by CIMB, for and on behalf of Final Chance Holdings Pte. Ltd. (the "**Offeror**") on 10 July 2024, in relation to the voluntary unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the share capital of Second Chance Properties Ltd (the "**Company**") in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore and Rule 15 of the Singapore Code on Take-overs and Mergers;

(b) the offer document dated 29 July 2024 (the "**Offer Document**") issued by CIMB, for and on behalf of the Offeror, in connection with the Offer;

(c) the announcement dated 6 August 2024 issued by CIMB, for and on behalf of the Offeror, in relation to *inter alia* the loss of the Company's free float;

(d) the announcements dated 23 August 2024 and 6 September 2024 issued by CIMB, for and on behalf of the Offeror, in relation to *inter alia* the extension of the closing date of the Offer and the Final Closing Date being 27 September 2024;

(e) the announcement dated 12 September 2024 issued by CIMB, for and on behalf of the Offeror, in relation to *inter alia* the Offeror being entitled to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act 1967 of Singapore (the "**Companies Act**");

(f) the announcement dated 25 September 2024 issued by CIMB, for and on behalf of the Offeror, in relation to *inter alia* the despatch of documents relating to compulsory acquisition by the Offeror;

(g) the announcement dated 26 September 2024 issued by the Company in relation to *inter alia* the receipt of approval from the SGX-ST in respect of the proposed delisting of the Company from the SGX-ST; and

(h) the announcement dated 27 September 2024 issued by CIMB, for and on behalf of the Offeror, in relation to *inter alia* the close of the Offer.

Electronic copies of the the aforementioned documents and/or announcements are available on the website of the SGX-ST at www.sgx.com.

All capitalised terms used herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

2.1 Compulsory acquisition exercise

CIMB wishes to announce, for and on behalf of the Offeror, that the Offeror has, today, exercised its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire, at the Offer Price of S$0.30 in cash for each Share, all the Shares of the Dissenting Shareholders (the "**Compulsory Acquisition Exercise**").

2.2 Registration of transfer

Upon payment of the total Offer Price to the Company by the Offeror, the Company will cause to be transferred to the Offeror all such Shares held by the Dissenting Shareholders and register the Offeror as the holder of all such Shares as soon as practicable. The total Offer Price will be credited by the Company into a separate bank account and held by the Company in trust for the Dissenting Shareholders and paid in accordance with the settlement procedures set out below.

2.3 **Settlement**

Subject to and in accordance with Section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the date of this announcement:

(a) in respect of Shares held by Dissenting Shareholders who are Depositors, CDP will, on behalf of the Offeror, credit the aggregate Offer Price payable in respect of such Shares directly to the designated bank accounts of such Dissenting Shareholders for Singapore Dollars via CDP's DCS. In the event that a Dissenting Shareholder is not subscribed to CDP's DCS, any monies to be paid shall be credited to such Dissenting Shareholder's Cash Ledger, subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distributions are as defined therein); and

(b) in respect of Shares held by Dissenting Shareholders in scrip form, the Registrar will, on behalf of the Offeror, despatch a Singapore Dollars crossed cheque drawn on a bank in Singapore for the aggregate Offer Consideration payable in respect of such Shares to such Dissenting Shareholders by ordinary post, at the risk of the Dissenting Shareholders, to the addresses of such Dissenting Shareholders as they appear in the register of members of the Company, as maintained by the Registrar.

2.4 **Delisting**

Following the completion of the Compulsory Acquisition Exercise, the Company will become a wholly-owned subsidiary of the Offeror and will be delisted from the Mainboard of the SGX-ST (the "**Delisting**"). The date and time of the Delisting will be announced by the Company in due course.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

The directors of the Offeror jointly and severally accept full responsibility accordingly.

Issued by
CIMB BANK BERHAD, SINGAPORE BRANCH

For and on behalf of
FINAL CHANCE HOLDINGS PTE. LTD.

4 November 2024

Forward-Looking Statements

All statements other than statements of historical facts included in this announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company and/or any other person should not place undue reliance on such forward-looking statements, and neither the Offeror nor CIMB undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.