



**SECOND CHANCE PROPERTIES LTD**  
(Incorporated in the Republic of Singapore)  
(UEN 198103193M)

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**VOLUNTARY UNCONDITIONAL GENERAL OFFER  
– LOSS OF FREE FLOAT**

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**1. INTRODUCTION**

The Board of Directors (the "**Board**") of Second Chance Properties Ltd (the "**Company**") refers to:

- (a) the announcement dated 10 July 2024 (the "**Offer Announcement**") made by CIMB Bank Berhad, Singapore Branch ("**CIMB**") for and on behalf of Final Chance Holdings Pte. Ltd. (the "**Offeror**") in relation to the voluntary unconditional cash offer for all the issued and paid-up ordinary shares in the capital of the Company (the "**Offer**");
- (b) the announcement dated 10 July 2024 made by the Company in response to the Offer Announcement;
- (c) the announcement dated 17 July 2024 made by the Company on the appointment of ZICO Capital Pte. Ltd. as the independent financial adviser (the "**IFA**");
- (d) the announcement dated 29 July 2024 made by CIMB for and on behalf of the Offeror, in relation to the despatch of the formal offer document dated 29 July 2024 (the "**Offer Document**") containing, *inter alia*, the terms and conditions the Offer, together with the accompanying relevant acceptance forms for the Offer; and
- (e) the announcements dated 31 July 2024, 1 August 2024, 2 August 2024 and 5 August 2024 made by CIMB for and on behalf of the Offeror in relation to the level of acceptances of the Offer (the "**Level of Acceptance Announcement**"); and
- (f) the announcement dated 6 August 2024 made by CIMB for and on behalf of the Offeror, in relation to the dealings in shares, the level of acceptances and the loss of free float ("**Offeror Loss of Free Float Announcement**").

(collectively, the "**Previous Announcements**").

*Unless other defined, all capitalised terms used in this announcement shall have the meanings ascribed to them in the Previous Announcements.*

**2. LOSS OF FREE FLOAT AND SUSPENSION IN TRADING**

2.1. As stated in the Offeror Loss of Free Float Announcement:

- (a) as at 6.00 p.m. (Singapore time) on 6 August 2024, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with it; and (b) valid acceptances of the Offer, amount to an aggregate of 839,931,759 Shares, representing approximately 90.53% of the total number of issued Shares; and

- (b) based on information provided to the Offeror, as at 6.00 p.m. (Singapore time) on 6 August 2024, approximately 8.82% of the total number of issued Shares are held by public shareholders<sup>1</sup>.
- 2.2. Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) to be held by the public at all times (the “Free Float Requirement”).
- 2.3. **In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that as the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror (“Concert Parties”) to above 90% of the total number of issued Shares (excluding any Shares held in treasury), under Rule 1105 of the Listing Manual, the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.**
- 2.4. **Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.**
- 2.5. The Offeror has stated in Section 11.3 of the Offer Document that the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror, **if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to take any steps for the Company’s public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted** in the event that, among others, less than 10% of the total number of Shares (excluding any Shares held in treasury) are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.

### **3. REMINDER OF CLOSING DATE**

Shareholders should note that as stated in the Offer Document, the Offer will remain open for acceptances until **5.30 p.m. (Singapore time) on 26 August 2024** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

### **4. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors (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 (excluding those relating to the Offer, the Offeror and parties acting in concert with it) 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, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including, without limitation, the Offer Announcement, the Offer Document and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement in its proper form and context.

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<sup>1</sup> Based on publicly available information, the Company’s directors, namely Mr. Devnarayanan s/o Kallankarai Ram Pisharody, Ms. Geetha Padmanabhan, Dr. Ahmad Bin Mohamed Magad and Mr. Tan Lye Heng Paul hold 4,407,435 Shares, 1,040,052 Shares, 517,045 Shares and 29,049 Shares, respectively. These Shares held by the Company’s directors have been excluded in computing the Company’s public float.

**ON BEHALF OF THE BOARD**

Dr. Ahmad Bin Mohamed Magad  
Independent Non-Executive Chairman

6 August 2024