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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



INTENTION TO EXERCISE RIGHT OF COMPULSORY ACQUISITION

DEALINGS DISCLOSURE AND LEVEL OF ACCEPTANCES

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 (the “**Offer Announcement Date**”), 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 (the “**Code**”);

- (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 (the “**Loss of Public Float Announcement**”);
- (d) the announcement dated 23 August 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
- (e) the announcement dated 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 of the Offer being 27 September 2024 (the “**Final Extension Announcement**”).

Electronic copies of the the aforementioned documents and/or announcements are available on the website of the Singapore Exchange Securities Trading Limited (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. DEALINGS IN SHARES

Pursuant to Rule 12.1 of the Code, CIMB wishes to announce, for and on behalf of the Offeror, the following dealings in Shares by the Offeror on 12 September 2024:

(a)	Total number of Shares acquired ¹	37,000
(b)	Percentage of the total number of issued Shares constituted by the acquired Shares ²	n.m.
(c)	Price paid per acquired Share (excluding brokerage commission, clearing fees, stamp duties and goods and services tax)	S\$0.30

¹ In this announcement, Shares agreed to be acquired pursuant to a trade on the SGX-ST on a trade date are regarded as Shares already acquired on that trade date, notwithstanding that settlement of that trade will occur two (2) Market Days later.

² n.m. denotes not meaningful. The percentage shareholding interest referred to in this announcement is rounded to two (2) decimal places and is based on 927,795,798 Shares. Any discrepancies in the figures included in this announcement between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this announcement may not be an arithmetic aggregation of the figures that precede them.

3. LEVEL OF ACCEPTANCES

CIMB wishes to announce, for and on behalf of the Offeror that:

(a) Acceptances of the Offer

As at 6.00 p.m. (Singapore time) on 12 September 2024, based on information available to the Offeror, the Offeror has received valid acceptances amounting to 907,345,136 Shares, representing approximately 97.80% of the total number of issued Shares.

This includes acceptances received from parties acting or presumed to be acting in concert with the Offeror in respect of an aggregate of 799,554,574 Shares, representing approximately 86.18% of the total number of issued Shares.

(b) Shares held as at the Offer Announcement Date

As at the Offer Announcement Date:

- (i) the Offeror did not hold any Shares; and
- (ii) parties acting or presumed to be acting in concert with the Offeror collectively owned or controlled an aggregate of 799,554,574 Shares, representing approximately 86.18% of the total number of issued Shares³.

(c) Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 12 September 2024 (other than pursuant to valid acceptances of the Offer)

Following the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 12 September 2024, save for the acquisitions by the Offeror on the SGX-ST of an aggregate of 7,682,900 Shares, representing approximately 0.83% of the total number of issued Shares, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

4. RESULTANT SHAREHOLDING

Accordingly, as at 6.00 p.m. (Singapore time) on 12 September 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 915,028,036 Shares, representing approximately 98.62% of the total number of issued Shares.

5. INTENTION TO EXERCISE RIGHT OF COMPULSORY ACQUISITION

5.1 Compulsory acquisition right

As the Offeror has received valid acceptances pursuant to the Offer and acquired Shares during the period when the Offer is open for acceptance, in respect of not less than 90% of the total number of issued Shares (other than those already held, or treated as held, by the Offeror as at the date of the Offer and excluding any Shares held in treasury), **the Offeror is entitled to, and will in due course, exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the**

³ This includes 30,000 Shares held by Mdm. Azezah Bte Abu Bakar (sister-in-law of MSM) as subsequently disclosed in the Offer Document.

Offer Shares of the Dissenting Shareholders on the same terms as those under the Offer.

Dissenting Shareholders should refer more particularly to the relevant document to be despatched by the Offeror to them in due course together with the prescribed notice under the Companies Act in relation to the exercise of the right of compulsory acquisition.

5.2 **Dissenting Shareholders' right**

In addition, as the Offeror has acquired such number of Shares which, together with the Shares held in treasury and Shares held, or treated as held, by it, comprise 90% or more of the total number of Shares, the Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act to require the Offeror to acquire their Shares at the Offer Price.

As the Offeror will be proceeding to compulsorily acquire the Offer Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their right under Section 215(3) of the Companies Act. Dissenting Shareholders who wish to exercise such right or who are in any doubt as to their position are advised to seek their own independent legal advice.

6. **LISTING STATUS**

6.1 **Listing status of the Company**

Under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of Shares (excluding any Shares held in treasury) is at all times held by the public (the "**Free Float Requirement**"). As stated in the Loss of Public Float Announcement, the Free Float Requirement is no longer satisfied.

6.2 **Application for delisting**

An application will be made to the SGX-ST for the delisting of the Company, subject to the completion of the compulsory acquisition by the Offeror under Section 215(1) of the Companies Act (the "**Delisting Application**").

6.3 **Timing of suspension and delisting**

- (a) Pursuant to Rule 1303(1) of the Listing Manual, the SGX-ST will suspend trading of the Shares only at the close of the Offer.
- (b) Subject to the outcome of the Delisting Application, the Company will be delisted upon the completion of the compulsory acquisition by the Offeror under Section 215(1) of the Companies Act. The date on which the Company will be delisted from the SGX-ST will be announced in due course.

7. **FINAL CLOSING DATE**

As stated in the Final Extension Announcement, the Offer will close at **5.30 p.m. (Singapore time) on 27 September 2024** (the "**Final Closing Date**").

8. PROCEDURES FOR ACCEPTANCE OF THE OFFER

Shareholders who wish to accept the Offer but have not done so should complete, sign and deliver their Relevant Acceptance Forms and all other relevant documents as soon as possible so as to reach the Offeror c/o The Central Depository (Pte) Limited or Tricor Barbinder Share Registration Services (as the case may be) not later than 5.30 p.m. (Singapore time) on the Final Closing Date. All Relevant Acceptance Forms and other relevant documents received after 5.30 p.m. (Singapore time) on the Final Closing Date will not be accepted. Further details on the procedures for acceptance of the Offer are set out in **Appendix 2** to the Offer Document.

If Shareholders are in any doubt about the Offer and/or the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional adviser immediately.

Shareholders who have not received or who have misplaced the Offer Document and/or the Relevant Acceptance Forms should contact The Central Depository (Pte) Limited (if they hold Offer Shares deposited with CDP) or Tricor Barbinder Share Registration Services (if they hold Offer Shares in scrip form), as the case may be, immediately at the addresses set out below:

The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934
Tel: +65 6535 7511
Email: asksgx@sgx.com

Tricor Barbinder Share Registration Services
9 Raffles Place
#26-01 Republic Plaza Tower I
Singapore 048619

Electronic copies of the Offer Document, the Relevant Acceptance Forms and/or any related documents are also available on the website of the SGX-ST at www.sgx.com.

9. 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.

12 September 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.