SECOND CHANCE PROPERTIES LTD

(Company Registration no.: 198103193M - Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Second Chance Properties Ltd (the "Company") will be held at The Orange Ballroom, 845 Geylang Road #03-16 Tanjong Katong Complex, Singapore 400845 on Wednesday, 27 December 2017 at 11.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 August 2017 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax exempt dividend of 0.3 cent per ordinary share for the financial year ended 31 August 2017. **(Resolution 2)**
3. To approve the payment of Directors' fees of S$105,554.84 for the financial year ended 31 August 2017. (2016: S$89,429.96) **(Resolution 3)**
4. To re-elect Mr Mohamed Salleh s/o Kadir Mohideen Saibu Maricar, who retires by rotation pursuant to Article 107 of the Company's Constitution, as Director of the Company. [See Explanatory Note 1] **(Resolution 4)**
5. To re-elect Mr Mohamed Hasan Marican s/o Kadir Mohideen Saibu Maricar, who retires by rotation pursuant to Article 107 of the Company's Constitution, as Director of the Company. [See Explanatory Note 2] **(Resolution 5)**
6. To re-elect Dr. Ahmad Bin Mohamed Magad, who retires by rotation pursuant to Article 107 of the Company'sm Constitution, as Director of the Company. [See Explanatory Note 3] **(Resolution 6)**
7. To re-elect Mr Tan Lye Heng Paul who retires by rotation pursuant to Article 107 of the Company's Constitution, as Director of the Company. [See Explanatory Note 4] **(Resolution 7)**
8. To re-appoint Messrs Nexia TS Public Accounting Corporation, Certified Public Accountants as Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

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

9. That, pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies 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) warrants, debentures or other instruments convertible into shares,

   (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues, 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

   (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) does not exceed 50 per cent of the total number of issued shares excluding treasury shares (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) does not exceed 20 per cent of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (b) below); and

   (b) (subject to such manner of calculation and adjustments as may be prescribed by the SGXST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) 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 outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
   (iii) any subsequent bonus issue, consolidation or subdivision of shares;

   (c) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) 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 in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 9)**

10. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD
Sin Chee Mei
Company Secretary
Singapore, 11 December 2017