

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at The Orange Ballroom, 845 Geylang Road, #03-16 Tanjong Katong Complex, Singapore 400845 on Wednesday, 30 December 2015 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 August 2015 and the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt (one-tier) dividend of 3.55 cents per ordinary share for the financial year ended 31 August 2015. **(Resolution 2)**
3. To approve the payment of directors' fees of S\$87,344 for the financial year ended 31 August 2015 (2014: S\$88,376). **(Resolution 3)**
4. To approve the payment of director's fee of S\$6,100 to Mr Choo Chee Kong, Peter for the period from 1 September 2015 to his date of resignation on 9 November 2015. **(Resolution 4)**
5. To approve the payment of director's fee of S\$8,943.55 to Mr Bobby Jayaraman for the period from 1 September 2015 to his last date of service on 30 December 2015. **(Resolution 5)**
6. To re-elect Mr Mohamed Salleh s/o Kadir Mohideen Saibu Maricar, who retires by rotation pursuant to Article 104 of the Company's Articles of Association, as Director of the Company. **(Resolution 6)**
7. To re-elect Mr Mohamed Hasan Marican s/o Kadir Mohideen Saibu Maricar, who retires by rotation pursuant to Article 104 of the Company's Articles of Association, as Director of the Company. **(Resolution 7)**
8. To record the retirement of Mr Bobby Jayaraman, an Independent Non-Executive Director who will be due for re-election pursuant to Article 104 of the Company's Articles of Association and who will not be seeking reelection.

Note:

Upon the retirement of Mr Bobby Jayaraman as an Independent Non-Executive Director, he will cease to be Chairman of Remuneration Committee and member of the Audit Committee and Nominating Committee.

9. 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:

10. "That, pursuant to Section 161 of the Companies Act, Cap. 50 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: **(Resolution 9)**
 - (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,

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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 subparagraph (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 SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (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 Articles of Association 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." [See Explanatory Note 1]
11. That the Directors of the Company be and are hereby authorized to allot and issue from time to time 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 Company as may be required to be allotted and issued pursuant to the Second Chance Properties Ltd Scrip Dividend Scheme. [See Explanatory Note 2] **(Resolution 10)**
 12. That Mr Ahmad Bin Mohamed Magad (Dr) be and is hereby appointed as Lead Independent Non-Executive Director of the Company at the close of this meeting. [See Explanatory Note 3] **(Resolution 11)**
 13. That Mr Tan Lye Heng Paul be and is hereby appointed as Independent Non-Executive Director of the Company at the close of this meeting. [See Explanatory Note 4] **(Resolution 12)**
 14. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Sin Chee Mei/Tan Siew Hua
Company Secretaries

Singapore, 14 December 2015

EXPLANATORY NOTES:

1. Ordinary Resolution 9, if passed, will authorize and empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to issue further shares and to make or grant convertible securities convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in aggregate 50 per cent of the total number of issued shares excluding treasury shares of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 per cent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
2. Ordinary Resolution 10, if passed, will authorize the Directors 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 Resolution 10 is in addition to the general authority to issue shares and/or convertible securities sought under Resolution 9.
3. Mr Ahmad Bin Mohamed Magad (Dr) was recommended by the Nominating Committee to be appointed as Lead Independent Non-Executive Director of the Company. Please refer to the Advisory Panel on page 7 of this Annual Report for his profile. Upon appointment as Lead Independent Non-Executive Director, Mr Ahmad Bin Mohamed Magad (Dr) will be appointed as Chairman of Nominating Committee and a Member of the Audit Committee and Remuneration Committee. Mr Ahmad Bin Mohamed Magad (Dr) will be considered independent for the purposes of Rule 704(8) of the SGX-ST.
4. Mr Tan Lye Heng Paul was recommended by the Nominating Committee to be appointed as Independent Non-Executive Director of the Company. Please refer to the Advisory Panel on page 7 of this Annual Report for his profile. Upon appointment as Independent Non-Executive Director, Mr Tan Lye Heng Paul will be appointed as Chairman of Remuneration Committee and a Member of the Audit Committee and Nominating Committee. Mr Tan Lye Heng Paul will be considered independent for the purposes of Rule 704(8) of the SGX-ST.

NOTES:

- (a) *A member entitled to attend and vote at the Annual General Meeting (the "Meeting") may appoint not more than two proxies to attend and vote in his/her stead. Where a Member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company.*
- (b) *If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.*
- (c) *The instrument appointing a proxy must be deposited at the Registered Office of the Company at 845 Geylang Road, #04-22 Tanjong Katong Complex, Singapore 400845 not less than 48 hours before the time appointed for holding the Meeting.*

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.