

CIRCULAR DATED 12 AUGUST 2024

**THIS CIRCULAR IS ISSUED BY SECOND CHANCE PROPERTIES LTD (“THE COMPANY”). THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) OF THE COMPANY AND THE ADVICE OF ZICO CAPITAL PTE. LTD. (AS THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS). THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**IF YOU ARE IN ANY DOUBT IN RELATION TO THIS CIRCULAR OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted to any jurisdiction outside of Singapore.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any statements made, reports contained or opinions expressed in this Circular.



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

**CIRCULAR TO SHAREHOLDERS**  
in relation to the  
**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 the Company.

*Independent Financial Adviser to the Independent Directors*



**ZICO CAPITAL PTE. LTD**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201613589E)

**SHAREHOLDERS SHOULD NOTE THAT THE OFFER DOCUMENT (AS DEFINED HEREIN) STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 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.**

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## DEFINITIONS

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For the purpose of this Circular, except where the context otherwise requires or is otherwise stated, the following definitions shall apply throughout:

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“acting in concert”	:	Has the meaning ascribed to it under the Code and references to “concert parties” shall be construed accordingly
“Board” or “Directors”	:	The directors of the Company as at the Latest Practicable Date
“Business Day(s)”	:	A day on which banks in Singapore are open for business in Singapore, other than a Saturday, Sunday or public holiday
“CDP”	:	The Central Depository (Pte) Limited
“CIMB”	:	CIMB Bank Berhad, Singapore Branch
“CIMB Facility”	:	The facility granted by CIMB to the Offeror for the purpose of financing the Offer
“Circular”	:	This Circular to Shareholders dated 12 August 2024 issued by the Company to Shareholders in respect of the Offer containing, amongst other things, the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in respect of the Offer
“Closing Date”	:	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, being the last day for the lodgement of acceptances of the Offer
“Code”	:	The Singapore Code on Take-overs and Mergers
“Company”	:	Second Chance Properties Ltd
“Company Securities”	:	(a) Shares; (b) other securities which carry voting rights in the Company; and (c) convertible securities, warrants, options, awards or derivatives in respect of any Shares and/or other securities which carry voting rights in the Company
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
“Constitution”	:	The constitution of the Company
“CPF”	:	The Central Provident Fund of Singapore
“CPF Agent Banks”	:	Agent banks included under the CPFIS
“CPFIS”	:	The Central Provident Fund Investment Scheme
“CPFIS Investors”	:	Investors who purchase Shares using their CPF savings under the CPFIS

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## DEFINITIONS

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<b>“Distributions”</b>	: Any dividends, rights, other distributions and/or return of capital, whether in cash or in kind
<b>“Encumbrances”</b>	: Any claim, charge, mortgage, assignment of receivables, debenture, pledge, right to acquire, security, lien, option, equity, power of sale, declaration of trust, hypothecation or other third party rights, retention of title, right of pre-emption, right of first refusal or security interest of any kind and any encumbrance or condition whatsoever
<b>“FAA”</b>	: Form of Acceptance and Authorisation for Offer Shares, which forms part of the Offer Document and which is issued to Shareholders whose Offer Shares are deposited with CDP
<b>“FAT”</b>	: Form of Acceptance and Transfer for Offer Shares, which forms part of the Offer Document and which is issued to Shareholders whose Offer Shares are not deposited with CDP and are registered in the name of such Shareholders in the Register of Members of the Company
<b>“FY”</b>	: Financial year ended 31 August
<b>“Group”</b>	: The Company and its subsidiaries
<b>“Hasan”</b>	: Mr. Mohamed Hasan Marican S/O Kadir Mohideen Saibu Maricar (brother of MSM)
<b>“HY2024”</b>	: The six-month financial period ended 29 February 2024
<b>“IFA” or “ZICO Capital”</b>	: ZICO Capital Pte. Ltd, the independent financial adviser to the Independent Directors in respect of the Offer
<b>“IFA Letter”</b>	: The letter dated 12 August 2024 from the IFA to the Independent Directors in relation to the Offer as set out in Appendix I to this Circular
<b>“Independent Directors”</b>	: The Directors who are considered independent under the Code for the purposes of making the recommendation to the Shareholders in respect of the Offer, being Mr. Devnarayanan s/o Kallankarai Ram Pisharody, Dr. Ahmad Bin Mohamed Magad, Ms. Geetha Padmanabhan and Mr. Tan Lye Heng Paul
<b>“Irrevocable Undertakings”</b>	: Shall have the meaning ascribed to it in Section 8.1 of the Offer Document and as reproduced in Section 4 of this Circular
<b>“Latest Practicable Date”</b>	: 2 August 2024, being the latest practicable date prior to the issuance of this Circular
<b>“Listing Manual”</b>	: The listing manual of the Main Board of the SGX-ST
<b>“Loss of Free Float Announcement”</b>	: The announcement dated 6 August 2024 made by the Company in relation to the loss of free float
<b>“Market Day”</b>	: A day on which the SGX-ST is open for trading in securities
<b>“MSM”</b>	: Mr. Mohamed Salleh S/O Kadir Mohideen Saibu Maricar
<b>“Nadia”</b>	: Ms. Nadia D/O Mohamed Salleh Maricar (daughter of MSM)

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## DEFINITIONS

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<b>“Offer”</b>	:	The voluntary unconditional general offer made by CIMB, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in the Offer Document, the FAA and the FAT, as such offer may be amended, extended and revised from time to time by or on behalf of the Offeror
<b>“Offer Announcement”</b>	:	The announcement in connection with the Offer released by CIMB, for and on behalf of the Offeror on the Offer Announcement Date
<b>“Offer Announcement Date”</b>	:	10 July 2024, being the date of the Offer Announcement
<b>“Offer Document”</b>	:	The document dated 29 July 2024 issued by CIMB, for and on behalf of the Offeror, in respect of the Offer, together with the FAA and the FAT, and any other document(s) which may be issued by the Offeror to amend, revise, supplement or update the document(s) from time to time
<b>“Offer Price”</b>	:	S\$0.30 in cash for each Offer Share
<b>“Offer Shares”</b>	:	All the Shares, including any Shares owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror in relation to the Offer and each, an <b>“Offer Share”</b>
<b>“Offeree Notification”</b>	:	Has the meaning ascribed to it in Section 15 of this Circular
<b>“Offeror”</b>	:	Final Chance Holdings Pte. Ltd.
<b>“Offeror Loss of Free Float Announcement”</b>	:	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
<b>“Offeror Securities”</b>	:	The shareholdings of the: (i) equity share capital of the Offeror; (ii) securities which carry substantially the same rights as any to be issued as consideration for the Offer; and (iii) convertible securities, warrants, options and derivatives in respect of (i) or (ii)
<b>“Overseas Shareholders”</b>	:	Shareholders whose addresses are outside Singapore as shown in the records of the CDP or in the register of members of the Company kept by the Share Registrar
<b>“Relevant Acceptance Forms”</b>	:	The FAA and/or the FAT, as the case may be
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account
<b>“SFA”</b>	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<b>“S\$” or “SGD” and “cents”</b>	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
<b>“SGXNet”</b>	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
<b>“SGX-SFG”</b>	:	SGX-ST’s Secure File Gateway

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## DEFINITIONS

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<b>“SGX-ST”</b>	:	The Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	Registered holders of Shares as indicated on the Register, except where the registered holder is CDP, in which case the term <b>“Shareholders”</b> shall in relation to such Shares mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
<b>“Shares”</b>	:	ordinary shares in the share capital of the Company (excluding treasury shares and subsidiary holdings)
<b>“Share Registrar”</b>	:	Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)
<b>“SIC”</b>	:	The Securities Industry Council of Singapore
<b>“SRS”</b>	:	The Supplementary Retirement Scheme
<b>“SRS Agent Banks”</b>	:	Agent banks included under SRS
<b>“SRS Investors”</b>	:	Investors who purchase Shares pursuant to SRS
<b>“Subject Properties”</b>	:	The properties at the following locations:  <ol style="list-style-type: none"><li>(1) 810 Geylang Road #01-43/44 City Plaza</li><li>(2) 810 Geylang Road #01-45/46 City Plaza</li><li>(3) 810 Geylang Road #01-60/61 City Plaza</li><li>(4) 810 Geylang Road #02-49 City Plaza</li><li>(5) 810 Geylang Road #02-50 City Plaza</li><li>(6) 810 Geylang Road #02-51 City Plaza</li><li>(7) 810 Geylang Road #02-86 City Plaza</li><li>(8) 810 Geylang Road #02-105 to 108 City Plaza</li><li>(9) 111 North Bridge Road #01-28/28A Peninsula Plaza</li><li>(10) 14 Scotts Road #02-40 Far East Plaza</li><li>(11) 14 Scotts Road #02-42 Far East Plaza</li><li>(12) Blk 710A Ang Mo Kio Ave 8 #01-2625</li><li>(13) 1 Rochor Canal Road #05-53/54 Sim Lim Square</li><li>(14) 1 Rochor Canal Road #05-61 Sim Lim Square</li><li>(15) 1 Rochor Canal Road #05-73/74 Sim Lim Square</li><li>(16) 1 Rochor Canal Road #05-72 Sim Lim Square</li><li>(17) 1 Rochor Canal Road #05-36 Sim Lim Square</li><li>(18) 1 Rochor Canal Road #05-62 Sim Lim Square</li><li>(19) 1 Rochor Canal Road #05-63 Sim Lim Square</li><li>(20) 1 Rochor Canal Road #05-64 Sim Lim Square</li><li>(21) 1 Rochor Canal Road #05-65 Sim Lim Square</li><li>(22) 60 Paya Lebar Road #07-20 Paya Lebar Square</li><li>(23) No. 165, 167 and 169 Jalan Tunku Abdul Rahman, 50100 Kuala Lumpur, Malaysia</li></ol>
<b>“Valuation Reports”</b>	:	The valuation reports issued by the Valuers in respect of the Subject Properties in connection with the Offer

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## DEFINITIONS

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- “**Valuers**” : Colliers International Consultancy & Valuation (Singapore) Pte. Ltd. and Stocker Roberts & Gupta (KL) Sdn. Bhd., being the independent valuer appointed by the Independent Directors for the purposes of carrying out the valuation of the Subject Properties in connection with the Offer
- “**%**” or “**per cent**” : Percentage or per centum

Unless the context otherwise requires:

- (a) **Acting in concert.** The expression “**acting in concert**” and the term “**concert parties**” shall have the meaning ascribed to them respectively in the Code;
- (b) **Announcement, notice, etc.** References to the making of an announcement or the giving of notice by the Offeror shall include the release of an announcement by CIMB or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone, telex, facsimile, SGXNet or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST;
- (c) **Appendices.** Reference to any Appendix shall refer to the Appendices of this Circular, unless otherwise specified;
- (d) **Capitalised terms in the extracts.** Capitalised terms used in the extracts of the Offer Document, the IFA Letter, and the Constitution shall bear the same meanings as attributed to them in the Offer Document, the IFA Letter, and the Constitution respectively, unless otherwise specified;
- (e) **Depositors, etc.** The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA;
- (f) **Expressions.** Words importing the singular shall, where applicable, include the plural and vice versa. Words importing a single gender shall, where applicable, include any or all genders. References to persons shall, where applicable, include corporations;
- (g) **Headings.** The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular;
- (h) **Rounding.** Unless otherwise stated in this Circular, shareholding percentages are rounded to the nearest two (2) decimal places. Any discrepancies in this Circular (including the tables) between the listed amounts and the totals thereof are due to rounding. Accordingly, any figure shown as a total may not be an arithmetic aggregation of the figures that precede it;
- (i) **Shareholders.** References to “**you**”, “**your**” and “**yours**” in this Circular are, as the context so determines, to Shareholders;
- (j) **Statutes.** Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted, unless the context otherwise requires. Any word defined under the Companies Act, the Code, the Listing Manual, the SFA or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to that word under the Companies Act, the Code, the Listing Manual, the SFA or that modification, as the case may be, unless the context otherwise requires;
- (k) **Subsidiaries, related corporations.** The expressions “**subsidiary**” and “**related corporation**” shall have the meanings ascribed to them respectively in Sections 5 and 6 of the Companies Act;

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## DEFINITIONS

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- (l) **Time and date.** Any reference to a time of day and date in this Circular shall be a reference to Singapore time and date respectively unless otherwise specified; and
- (m) **Total number of Shares and percentage.** In this Circular, the total number of Shares is a reference to a total of 927,795,798 Shares (excluding any Shares held in treasury)<sup>1</sup> in issue as at the Latest Practicable Date (based on the results of the electronic instant information search on the Company with the ACRA as at the Latest Practicable Date) unless the context otherwise requires. Unless otherwise specified, all references to a percentage shareholding in the capital of the Company in this Circular are based on 927,795,798 Shares<sup>1</sup> in issue as at the Latest Practicable Date.

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<sup>1</sup> The Company has no treasury shares



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## CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS

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All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies 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 should not place undue reliance on such forward-looking statements. Neither the Company nor the IFA guarantees any future performance or event, or undertakes any obligation to update publicly or publicly announce any revisions to those forward-looking statements, subject to compliance with all applicable laws and regulations, the Code, the Listing Manual of the SGX-ST and/or any other regulatory or supervisory body or agency.

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## INDICATIVE TIMETABLE

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Date of despatch of the Offer Document	:	29 July 2024
Date of despatch of this Circular	:	12 August 2024
Closing Date	:	5.30 p.m. (Singapore time) on 26 August 2024 <sup>(1)</sup> or such later date(s) as may be announced from time to time by or on behalf of the Offeror
Date of settlement of consideration for valid acceptances of the Offer	:	In respect of acceptances of the Offer which are valid and complete in all respects and in accordance with the instructions stated in, <i>inter alia</i> , the Offer Document, within seven (7) Business Days of the date of such receipt, as required under the Code.

Please refer to paragraph 2 of Appendix 1 to the Offer Document for further information.

**Note:**

- (1) Pursuant to Rule 22.6 of the Code, as the Offeror has not stated in the Offer Document that the Offer will not be extended beyond the first closing date, the Offer will remain open for a period of not less than 14 days after the date on which the Offer would otherwise have closed.

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## LETTER TO SHAREHOLDERS

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

**Directors:**

Mr. Mohamed Salleh s/o Kadir Mohideen Saibu Maricar  
*(Founder and Chief Executive Officer)*  
Mr. Mohamed Hasan Marican s/o Kadir Mohideen Saibu Maricar  
*(Deputy Chief Executive Officer)*  
Mr. Devnarayanan s/o Kallankarai Ram Pisharody *(Executive Director)*  
Dr. Ahmad Bin Mohamed Magad *(Independent Non-Executive Chairman)*  
Ms. Geetha Padmanabhan *(Independent Non-Executive Director)*  
Mr. Tan Lye Heng Paul *(Independent Non-Executive Director)*

**Registered Office:**

60 Paya Lebar Road  
#07-20 Paya Lebar Square  
Singapore 409051

12 August 2024

To: **The Shareholders of Second Chance Properties Ltd**

Dear Sir/Madam,

**VOLUNTARY UNCONDITIONAL CASH OFFER BY CIMB, FOR AND ON BEHALF OF THE OFFEROR FOR THE OFFER SHARES**

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**1. INTRODUCTION**

**1.1 Offer Announcement**

On 10 July 2024, being the Offer Announcement Date, CIMB announced, for and on behalf of the Offeror, that the Offeror intends to make a voluntary unconditional cash offer for all of the Offer Shares at the Offer Price of S\$0.30 in cash for each Offer Share, in accordance with Section 139 of the SFA and Rule 15 of the Code.

A copy of the Offer Announcement is available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

**1.2 Offer Document**

Shareholders should have by now received a copy of the Offer Document and the Relevant Acceptance Forms despatched by the Offeror on 29 July 2024, setting out, amongst other things, the Offer by the Offeror for the Offer Shares, subject to the terms and conditions set out in the Offer Document. **Shareholders are urged to carefully read the terms and conditions of the Offer set out in the Offer Document.**

A copy of the Offer Document is available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

**1.3 Loss of Free Float Announcement**

On 6 August 2024, CIMB made the Offeror Loss of Free Float Announcement, for and on behalf of the Offeror, announcing that 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 and that the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company.

On the same day, the Company announced that the Offeror had 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 to above 90% of the total number of issued Shares (excluding any Shares held in treasury) and that the SGX-ST will suspend trading of the Shares at the close of the Offer.

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## LETTER TO SHAREHOLDERS

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Shareholders are urged to read the Offeror Loss of Free Float Announcement and the Loss of Free Float Announcement carefully, copies of which are available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

### 1.4. Independent Financial Adviser

ZICO Capital has been appointed by the Company as the independent financial adviser to advise the Independent Directors in respect of the Offer. The advice of the IFA is set out in the IFA Letter in Appendix I to this Circular.

### 1.5. Purpose of this Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to the Offer, and to set out the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer.

**Shareholders should read the Offer Document, this Circular and the IFA Letter carefully and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether to accept or reject the Offer.**

**If Shareholders are in any doubt in relation to this Circular or as to the action they should take, Shareholders should consult their stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.**

## 2. THE OFFER

The Offer is made by CIMB, for and on behalf of the Offeror, to acquire all the Offer Shares in accordance with Section 139 of the SFA and Rule 15 of the Code on the principal terms set out in Sections 2 and 3 of the Letter to Shareholders in the Offer Document, details of which have been extracted from the Offer Document and reproduced in italics below.

Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as ascribed to them in the Offer Document.

### 2.1. Offer Shares and Offer Price

For each Offer Share: S\$0.30 in cash. **The Offer Price is final and the Offeror does not intend to revise the Offer Price.**

Section 2.1, 2.2 and 2.3 of the Offer Document sets out information on the Offer, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

## **2 THE OFFER**

### **2.1. Offer**

*The Offeror hereby makes the Offer to acquire all the Offer Shares, in accordance with Section 139 of the Securities and Futures Act and Rule 15 of the Code.*

### **2.2. Offer Shares**

*The Offer is extended, on the same terms and conditions to all the Shares, including any Shares owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror in relation to the Offer.*

### **2.3. Offer Price**

*For each Offer Share: S\$0.30 in cash (the "Offer Price").*

***The Offer Price is final and the Offeror does not intend to revise the Offer Price.***

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## LETTER TO SHAREHOLDERS

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### 2.2. No Encumbrances

Section 2.4 of the Offer Document sets out information on the Offer Shares, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

#### **2.4. No Encumbrances**

*The Offer Shares will be acquired:*

- (a) fully paid;*
- (b) free from any Encumbrances; and*
- (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any) which may be announced, declared, paid or made thereon by the Company in respect of the Offer Shares on or after the Offer Announcement Date.*

### 2.3. Adjustments for Distribution

Section 2.5 of the Offer Document sets out information on how the Offer Price is determined, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

#### **2.5. Adjustment for Distributions**

*Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Offer Announcement Date. Accordingly, in the event that any Distribution is or has been announced, declared, paid or made by the Company in respect of the Shares on or after the Offer Announcement Date, the Offer Price payable to a Shareholder who validly accepts or has validly accepted the Offer (an “**Accepting Shareholder**”) shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by such Accepting Shareholder falls, as follows:*

- (a) if such settlement date falls on or before the record date for the determination of entitlements to the Distribution (the “**Record Date**”) and the Offeror is registered as the holder of such Offer Shares as at the Record Date, the Offer Price shall remain unadjusted for each such Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; and*
- (b) if such settlement date falls after the Record Date or if such settlement date falls on or before the Record Date but the Offeror is not registered as the holder of such Offer Shares as at the Record Date, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.*

### 2.4. Unconditional Offer

The Offer is unconditional in all respects.

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## LETTER TO SHAREHOLDERS

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### 2.5. Warranty

Section 2.8 of the Offer Document states the representations and warranties of a Shareholder who tenders his Offer Shares in acceptance of the Offer Shares, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

#### **2.8. Warranty**

*A Shareholder who tenders its/his/her Offer Shares in acceptance of the Offer will be deemed to unconditionally and irrevocably warrant that it/he/she sells such Offer Shares as or on behalf of the beneficial owner(s) thereof:*

- (a) fully paid;*
- (b) free from any Encumbrances; and*
- (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any) which may be announced, declared, paid or made thereon by the Company in respect of the Offer Shares on or after the Offer Announcement Date.*

### 2.6. Closing Date

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of the Offer Document.

**Accordingly, Shareholders should note that the Offer will close at 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.**

### 2.7. Details of the Offer

The details of the Offer relating to (a) the duration of the Offer; (b) the settlement of the consideration for the Offer; (c) the requirements relating to the announcement of the level of acceptances of the Offer; and (d) the right of the withdrawal of acceptances of the Offer are set out in Section 3 and Appendix 1 to the Offer Document, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

#### **APPENDIX 1 – DETAILS OF THE OFFER**

##### **1. DURATION OF THE OFFER**

###### **1.1. Closing Date**

*Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of this Offer Document.*

***Accordingly, the Offer will close at 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.***

###### **1.2. Subsequent Closing Date(s)**

*If the Offer is extended, the announcement of the extension need not state the next Closing Date but may state that the Offer will remain open until further notice. In such a case, the Offeror must give Shareholders at least 14 days prior notice in writing before it may close the Offer.*

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## LETTER TO SHAREHOLDERS

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### 1.3. Revision

Pursuant to Rule 20.1 of the Code, the terms of the Offer, if revised, will remain open for acceptance for a period of at least 14 days from the date of despatch of the written notification of the revision to Shareholders. In any case, where the terms are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders, including those who had previously accepted the Offer.

### 2. SETTLEMENT FOR THE OFFER

Subject to the receipt by the Offeror from Accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete in all respects and in accordance with the instructions given in this Offer Document, the Relevant Acceptance Forms and/or the terms and conditions for Electronic Acceptance (as the case may be) and in the case of a Depositor, the receipt by the Offeror of a confirmation satisfactory to it that the number of Offer Shares tendered by the Depositor in acceptance of the Offer are standing to the credit of the "Free Balance" of the Depositor's Securities Account at the relevant time, remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the Accepting Shareholders (or, in the case of Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents, as they may direct) by means of:

(a) in the case of Accepting Shareholders who are Depositors:

- (i) who are subscribed to CDP's DCS, credited directly into the Accepting Shareholder's designated bank account for SGD via CDP's DCS (or in such other manner as such Accepting Shareholder may have agreed with CDP for the payment of any cash distribution); or
- (ii) who are not subscribed to CDP's DCS, credited to the Accepting Shareholder's Cash Ledger and subject to the same terms and conditions applicable to Cash Distributions under the CDP Operation of Securities Account Terms ("Cash Ledger" and "Cash Distribution" are as defined therein); or

(b) in the case of an Accepting Shareholder holding share certificate(s) which are not deposited with CDP, an SGD crossed cheque drawn on a bank operating in Singapore and sent by ordinary post to its/his/her address stated in its/his/her FAT or if none is stated, to its/his/her address as indicated in the Register, at the risk of the Accepting Shareholder,

as soon as practicable and in any event within seven (7) Business Days of the date of such receipt, as required under the Code.

### 3. ANNOUNCEMENTS

#### 3.1. Timing and contents

Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the Market Day immediately after the day on which the Offer is due to expire, or the Offer is revised or extended, the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (excluding any Shares held in treasury) (as nearly as practicable):

- (a) for which valid acceptances of the Offer have been received;
- (a) held by the Offeror and any of the parties acting or presumed to be acting in concert with the Offeror prior to the commencement of the Offer period; and
- (c) acquired or agreed to be acquired by the Offeror and any of the parties acting or presumed to be acting in concert with the Offeror during the Offer period,

and will specify the percentages of the total number of Shares (excluding any Shares held in treasury) represented by such numbers.

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## LETTER TO SHAREHOLDERS

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### **3.2. Suspension**

*Under Rule 28.2(a) of the Code, if the Offeror is unable, within the time limit, to comply with any of the requirements in paragraph 3.1 of this Appendix 1, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.*

### **3.3. Valid acceptances for Offer Shares**

*Under Rule 28.1 of the Code, subject to section 16.1 of this Offer Document, in computing the number of Offer Shares represented by acceptances, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.*

### **4. RIGHT OF WITHDRAWAL**

*Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.*

## **2.8. Procedures for Acceptance**

The procedures for acceptance of the Offer by a Shareholder are set out in Section 4 and Appendix 2 to the Offer Document.

## **3. INFORMATION ON THE OFFEROR**

Section 5 and Appendix 3 to the Offer Document sets out certain information on the Offeror, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

### **5. INFORMATION ON THE OFFEROR**

- 5.1. *The Offeror is a private company limited by shares incorporated in Singapore on 9 November 2023. Its principal activity is that of investment holding. The Offeror has not carried on any business since its incorporation, except in relation to matters in connection with the making of the Offer.*
- 5.2. *As at the Latest Practicable Date, the Offeror has a total issued and paid-up capital of S\$1.00 comprising one (1) ordinary share held by MSM.*
- 5.3. *As at the Latest Practicable Date, the Offeror does not hold any Shares in the capital of the Company.*
- 5.4. *The board of directors of the Offeror comprises the following individuals: (a) MSM; (b) Amal; (c) Nadia; (d) Sofia; and (e) Radiah.*
- 5.5. *MSM is the Founder of the Group and the Chief Executive Officer of the Company. MSM has been a Director of the Company since 2 June 1986, and he has over 48 years of retail business experience.*



## LETTER TO SHAREHOLDERS

- 5.6. *Amal has been with the Group since 2008. He is the Executive Director of the Company and is responsible for the general management and operations of First Lady Apparels (Malaysia) Sdn Bhd (a wholly-owned subsidiary of the Company). He is also involved in the management of the Group's financial investments.*
- 5.7. *Nadia was formerly serving as the head of the Group's finance department from 1993 to 1995. She later rejoined from 1997 to 2002, where she worked closely with the Deputy Chief Executive Officer of the Company, under Golden Chance Goldsmith Pte Ltd (a wholly-owned subsidiary of the Company), where she assisted the Deputy Chief Executive Officer of the Company in running the gold jewellery business of the Group. Between 2002 to 2010, Nadia worked in Malaysia to oversee the expansion of the Group's apparel retail operations.*
- 5.8. *Sofia was formerly serving the Group from 2008 to 2010 where she assisted MSM as the Chief Executive Officer of the Company with the day-to-day operations of the Group. Additionally, she was also involved in the Group's finance department and had the responsibility of facilitating payments of the Group.*
- 5.9. *Radiah was formerly serving the Group from 2002 to 2008 as an Executive Director and a member of the Audit Committee of the Company. Her primary responsibilities were assisting MSM as the Chief Executive Officer of the Company with the day-to-day operations of the Group. She also acted as the purchaser for First Lady Apparels (Malaysia) Sdn Bhd (a wholly-owned subsidiary of the Company), which involved frequent travels to China, Vietnam, South Korea and Turkey for the purchase of goods for the retail business.*
- 5.10. *Additional information on the Offeror is set out in Appendix 3 to this Offer Document.*

### APPENDIX 3 – ADDITIONAL INFORMATION ON THE OFFEROR

#### 1. DIRECTORS

*The names, addresses and descriptions of the directors of the Offeror as at the Latest Practicable Date are as set out below:*

<b>Name</b>	<b>Address</b>	<b>Description</b>
MSM	<i>c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051</i>	<i>Director</i>
Amal	<i>c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051</i>	<i>Director</i>
Nadia	<i>c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051</i>	<i>Director</i>
Sofia	<i>c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051</i>	<i>Director</i>
Radiah	<i>c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051</i>	<i>Director</i>

#### 2. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

*The Offeror is a private company limited by shares incorporated in Singapore on 9 November 2023. Its principal activity is that of investment holding. The Offeror has not carried on any business since its incorporation, except in relation to matters in connection with the making of the Offer. As at the Latest Practicable Date, the Offeror has an issued and paid-up share capital of S\$1.00 comprising one (1) ordinary share. MSM is the sole shareholder of the Offeror.*

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## LETTER TO SHAREHOLDERS

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### 3. FINANCIAL SUMMARY

As the Offeror was incorporated on 9 November 2023, no financial statements of the Offeror have been prepared to date.

### 4. MATERIAL CHANGES IN FINANCIAL POSITION

Save for the Offeror making and financing the Offer, there have been no material changes in the financial position of the Offeror since its incorporation.

### 5. SIGNIFICANT ACCOUNTING POLICIES

As at the Latest Practicable Date, as no audited financial statements of the Offeror have been prepared since its incorporation, there are no significant accounting policies to be noted.

### 6. REGISTERED OFFICE

The registered office of the Offeror is at 60 Paya Lebar Road, #07-20 Paya Lebar Square, Singapore 409051.

## 4. IRREVOCABLE UNDERTAKINGS AND ROLL-OVER ARRANGEMENT

Section 7 of the Offer Document sets out information in relation to irrevocable undertakings and roll-over arrangements obtained by the Offeror in relation to the Offer, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

### 7. IRREVOCABLE UNDERTAKINGS AND ROLL-OVER ARRANGEMENT

#### 7.1. Irrevocable Undertakings

The Offeror has received irrevocable undertakings dated 10 July 2024 (the “**Irrevocable Undertakings**”) from the following Shareholders (the “**Undertaking Shareholders**”):

- (a) MSM in respect of his (i) direct interest in 650,951,628 Shares (representing approximately 70.16% of the total number of Shares); and (ii) deemed interest in 7,996,459 Shares jointly held by his spouse (Mdm. Sapiyah Abu Bakar) and his daughter (Nadia) in a joint account (representing approximately 0.86% of the total number of Shares), collectively representing approximately 71.02% of the total number of Shares;
- (b) Mdm. Sapiyah Abu Bakar in respect of her direct interest in 7,996,459 Shares jointly held by her daughter (Nadia) and herself in a joint account, representing approximately 0.86% of the total number of Shares;
- (c) Nadia in respect of her direct interest in (i) 38,180,200 Shares (representing approximately 4.12% of the total number of Shares); and (ii) 7,996,459 Shares jointly held by her mother (Mdm. Sapiyah Abu Bakar) and herself in a joint account (representing approximately 0.86% of the total number of Shares), collectively representing approximately 4.98% of the total number of Shares;
- (d) Sofia in respect of her direct interest in 35,905,624 Shares, representing approximately 3.87% of the total number of Shares;

## LETTER TO SHAREHOLDERS

- (e) Radiah in respect of her direct interest in 47,311,680 Shares, representing approximately 5.10% of the total number of Shares; and
- (f) Amal in respect of his direct interest in 8,877,230 Shares, representing approximately 0.96% of the total number of Shares,

pursuant to which each Undertaking Shareholder has, among other things, unconditionally and irrevocably undertaken to the Offeror to tender, or procure the tender of all (and not some only) of his/her respective Shares and any Shares which he/she may acquire on or after the date of the Irrevocable Undertakings, in full acceptance of the Offer.

Further, under the Irrevocable Undertakings, each Undertaking Shareholder has agreed to be allotted and issued new Offeror Shares for an aggregate subscription price (the “**Roll-over Consideration**”) that will be set-off in full against the cash consideration that would otherwise be payable under the Offer (the “**Set-off Amount**”) by the Offeror to each of the Undertaking Shareholders for his/her Shares at the Offer Price pursuant to the full acceptance of the Offer by the Undertaking Shareholders (the “**Roll-over Arrangement**”).

### 7.2. Roll-over Arrangement

The allotment and issue of the Offeror Shares concurrently to all the Undertaking Shareholders pursuant to the Roll-over Arrangement will be completed after the close of the Offer.

Following the allotment and issue of the Offeror Shares to the Undertaking Shareholders, it is contemplated that each Undertaking Shareholder will have the following shareholding percentages in the Offeror:

Shareholder	Shareholding percentage in the Offeror (%)
MSM	82.48
Mdm. Sapiyah Abu Bakar	0.51
Nadia	5.34
Sofia	4.55
Radiah	5.99
Amal	1.12

**Note:**

- (1) In respect of the 7,996,459 Shares jointly held by Mdm. Sapiyah Abu Bakar and Nadia in a joint account as disclosed in section 7.1, the new Offeror Shares will be allotted and issued to them as Roll-over Consideration on the basis of a 50%-50% split.

### 7.3. Aggregate holdings of Undertaking Shareholders

Pursuant to the Irrevocable Undertakings, the aggregate number of Shares held by the Undertaking Shareholders amounts to 789,222,821 Shares, representing approximately 85.06% of the total number of Shares as at the Latest Practicable Date.

### 7.4. Termination of Irrevocable Undertakings

Each of the Irrevocable Undertakings shall expire if the Offer is withdrawn for any reason other than a breach of the obligations under each Irrevocable Undertaking.

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### 7.5. No other undertakings

Save for the Irrevocable Undertakings, as at the Latest Practicable Date, the Offeror has not received undertakings from any other party to accept or reject the Offer.

For the avoidance of doubt, as at the Latest Practicable Date, there has not been and will not be any proposal by the Offeror to obtain irrevocable undertakings from the following Shareholders who are parties acting or presumed to be acting in concert with the Offeror: (a) Hasan (brother of MSM); (b) Mdm. Saleha Binte A K (spouse of Hasan); (c) Joharabee (sister of MSM); (d) Mr. Kadir Maideen Bin Mohamed (son of Joharabee); or (e) Mdm. Azezah Bte Abu Bakar (sister of Mdm. Sapiyah Abu Bakar).

### 7.6. Confirmation from the SIC

Pursuant to an application made by the Offeror to the SIC to seek certain rulings and confirmations in relation to the Offer, the SIC has confirmed that the Roll-over Consideration contemplated under the Irrevocable Undertakings is not a special deal for the purposes of Rule 10 of the Code.

## 5. FINANCIAL ASPECTS OF THE OFFER

Section 8 of the Offer Document sets out certain information on the financial evaluation of the Offer, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

### 8. FINANCIAL ASPECTS OF THE OFFER

The Offer Price of S\$0.30 represents the following premia over certain historical traded prices of the Shares as set out below:

	Description	Benchmark price (S\$) <sup>(1)</sup>	Premium of the Offer Price over benchmark price (%) <sup>(2)</sup>
(a)	Last traded price of the Shares on the SGX-ST on the Last Trading Day	0.215	39.5
(b)	Volume weighted average price ("VWAP") of the Shares as transacted on the SGX-ST for the one (1)-month period up to and including the Last Trading Day	0.213	40.8
(c)	VWAP of the Shares as transacted on the SGX-ST for the three (3)-month period up to and including the Last Trading Day	0.219	37.0
(d)	VWAP of the Shares as transacted on the SGX-ST for the six (6)-month period up to and including the Last Trading Day	0.225	33.3
(e)	VWAP of the Shares as transacted on the SGX-ST for the 12-month period up to and including the Last Trading Day	0.234	28.2

**Notes:**

- (1) The VWAPs are based on data extracted from Bloomberg L.P. and the calculation of the VWAP does not include married trade transactions (if any) within the relevant periods. The VWAPs are rounded to the nearest three (3) decimal places.
- (2) Percentages are rounded to the nearest one (1) decimal place.

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## LETTER TO SHAREHOLDERS

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### 6. RATIONALE OF THE OFFER

Section 9 of the Offer Document sets out information on the rationale for the Offer, extracts of which are set out below. Shareholders are advised to read the extract below carefully. Unless otherwise defined, all terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

#### **9. RATIONALE FOR THE OFFER**

##### **9.1. Opportunity for Shareholders to realise their investment in the Shares at a premium over historical trading prices of the Shares without incurring brokerage costs**

*As set out in section 8 of this Offer Document, the Offer Price represents:*

- (a) A premium of approximately 39.5% over the last transacted price per Share of S\$0.215 on the Last Trading Day; and*
- (b) a premium of approximately 40.8%, 37.0%, 33.3% and 28.2% over the VWAP per Share of S\$0.213, S\$0.219, S\$0.225 and S\$0.234 for the one (1)-month, three (3)-month, six (6)-month and 12-month periods, respectively, up to and including the Last Trading Day.*

*The Offer presents Shareholders with a clean cash exit opportunity to realise their entire investment in the Shares at a premium over the prevailing trading prices of the Shares without incurring brokerage and other trading costs.*

##### **9.3. Low trading liquidity**

*The trading volume of the Shares has historically been low, with an average daily trading volume<sup>2</sup> of approximately 11,143 Shares, 13,680 Shares, 15,935 Shares and 41,139 Shares for the one (1)-month, three (3)-month, six (6)-month and 12-month periods, respectively, up to and including the Last Trading Day. These represent less than 0.01% of the total number of Shares as at the Offer Announcement Date.*

##### **9.4. Greater management flexibility**

*The Offeror is making the Offer with a view to delist and privatise the Company. The Offeror believes that privatising the Company will provide the Offeror and the Company with greater management flexibility to manage the business of the Group, respond to changing market conditions and optimise the use of the Company's management and resources.*

##### **9.5. Costs of maintaining listing**

*In maintaining its listed status, the Company incurs listing, compliance and associated costs. If the Company is delisted from the SGX-ST and privatised as a result of the Offer, the Company will be able to save on expenses and costs relating to the maintenance of a listed status and instead, channel such resources to its business operations.*

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<sup>2</sup> The average daily trading volumes are based on data extracted from Bloomberg L.P. and are calculated by using the total volume of Shares traded divided by the number of Market Days with respect to the one (1)-month, three (3)-month, six (6)-month and 12-month periods up to and including the Last Trading Day.

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## LETTER TO SHAREHOLDERS

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### 7. OFFEROR'S INTENTIONS FOR THE COMPANY

Section 10 of the Offer Document sets out information on the Offeror's intentions in relation to the Company, extracts of which are set out below. Shareholders are advised to read the extract below carefully and note the Offeror's future plans for the Company. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

#### **10. OFFEROR'S INTENTIONS IN RELATION TO THE COMPANY**

**10.1.** *The Offeror's intention is to delist and privatise the Company.*

**10.2.** *The Offeror intends for the Company to continue to develop and grow the existing businesses of the Group. The Offeror and the Company will continue to review, from time to time, the operations of the Group as well as the Company's strategic options. The Offeror retains and reserves the right and flexibility at any time and from time to time to further consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the best interests of the Offeror and/or the Company.*

**10.3.** *Save as disclosed above, the Offeror has no current intentions to (a) introduce any major changes to the existing business of the Company; (b) re-deploy the fixed assets of the Company; or (c) discontinue the employment of the existing employees of the Group, in each case, other than in the ordinary and usual course of business and/or in response to changing market conditions.*

### 8. LISTING STATUS AND COMPULSORY ACQUISITION

Section 11 of the Offer Document sets out the intentions of the Offeror relating to the listing status of the Company and its rights of compulsory acquisition in respect of the Company, the full text of which have been extracted from the Offer Document and set out below. Shareholders are advised to read the extract below carefully. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

#### **11. LISTING STATUS AND COMPULSORY ACQUISITION**

##### **11.1. Listing status**

*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").*

*In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not complied with, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Shares on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares held in public hands to at least 10%, failing which the Company may be delisted from the Official List of the SGX-ST.*

*Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting or presumed to be acting in concert with it to above 90% of the total number of Shares (excluding any Shares held in treasury), 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. Rule 1303(1) of the Listing Manual provides that if 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.*

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## LETTER TO SHAREHOLDERS

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### **11.2. Compulsory acquisition**

*Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Shares during the period when the Offer is open for acceptance) in respect of not less than 90% of the total number of 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 would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”), at a price equal to the Offer Price.*

*In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires 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 who have not accepted the Offer will have a right to require the Offeror to acquire their Shares at the Offer Price. **Such Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.***

### **11.3. Offeror’s intentions**

*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.*

## **9. DISCLOSURE OF INTEREST**

Section 12 and Appendix 5 to the Offer Document sets out certain information relating to disclosure of interests in Company’s Shares, certain extracts are set out below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

### **12. DISCLOSURES OF SHAREHOLDINGS AND DEALINGS**

#### **12.1. Shareholdings and dealings in Company Securities**

*As at the Latest Practicable Date, based on information available to the Offeror, and save as disclosed in this Offer Document (including **Appendix 5** to this Offer Document), none of the Offeror and any parties acting or presumed to be acting in concert with the Offeror:*

- (a) owns, controls or has agreed to acquire any Company Securities; and*
- (b) has dealt for value in any Company Securities during the Reference Period. As at the Latest Practicable Date, based on information available to the Offeror, the Offeror and parties acting or presumed to be acting in concert with the Offeror hold in aggregate 799,554,574 Shares representing approximately 86.18% of the total number of Shares.*

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### 12.2. Other arrangements in respect of Company Securities

In connection with the CIMB Facility, all the Shares acquired by the Offeror pursuant to the Offer or otherwise will be charged in favour of CIMB for the Offeror's obligations under the financing arrangements.

As at the Latest Practicable Date, based on information available to the Offeror, and save as disclosed in this Offer Document (including **Appendix 5** to this Offer Document), none of the Offeror and any parties acting or presumed to be acting in concert with the Offeror has:

- (a) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the shares in the capital of the Offeror and/or any Company Securities which might be material to the Offer, other than the Irrevocable Undertakings;
- (b) received any irrevocable commitment from any party to accept or reject the Offer, other than the Irrevocable Undertakings; or
- (c) in relation to the Company Securities, granted a security interest to another person, whether through a charge, pledge or otherwise, borrowed from another person (excluding borrowed securities which have been on-lent or sold) or lent to another person.

### APPENDIX 5 – DISCLOSURES

#### 1. HOLDINGS OF COMPANY SECURITIES

Based on information available to the Offeror as at the Latest Practicable Date, the interests of the Offeror and parties acting or presumed to be acting in concert with the Offeror are set out below:

Name	Direct interest in the Company (No.)	Deemed interest in the Company (No.)	Total (No.)	Percentage of total shareholding in the Company (%)
<b>The Offeror</b>				
Final Chance Holdings Pte. Ltd.	–	–	–	–
<b>Directors of the Offeror</b>				
MSM	650,951,628	7,996,459 <sup>(1)</sup>	658,948,087	71.02
Amal	8,877,230	–	8,877,230	0.96
Nadia	46,176,659	–	46,176,659 <sup>(2)</sup>	4.98
Sofia	35,905,624	–	35,905,624	3.87
Radiah	47,311,680	–	47,311,680	5.10
<b>Other parties acting or presumed to be acting in concert with the Offeror</b>				
Mdm. Sapiyah Abu Bakar (spouse of MSM)	7,996,459	–	7,996,459 <sup>(3)</sup>	0.86
Hasan	6,300,688	–	6,300,688 <sup>(4)</sup>	0.68
Mdm. Saleha Binte A K (spouse of Hasan)	6,300,688	–	6,300,688 <sup>(4)</sup>	0.68
Joharabee	4,001,065	–	4,001,065 <sup>(5)</sup>	0.43
Mr. Kadir Maideen Bin Mohamed (son of Joharabee)	4,001,065	–	4,001,065 <sup>(5)</sup>	0.43
Mdm. Azezah Bte Abu Bakar (sister of Mdm. Sapiyah Abu Bakar)	30,000	–	30,000	n.m <sup>(6)</sup>
CIMB	–	–	–	–



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## LETTER TO SHAREHOLDERS

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**Notes:**

- (1) MSM is deemed interested in the 7,996,459 Shares jointly held by his spouse (Mdm. Sapiyah Abu Bakar) and his daughter (Nadia) in a joint account.
- (2) This includes the (a) 38,180,200 Shares directly held by Nadia in her own account; and (b) 7,996,459 Shares jointly held by Mdm. Sapiyah Abu Bakar and Nadia in a joint account.
- (3) Shares are jointly held by Mdm. Sapiyah Abu Bakar and Nadia in a joint account.
- (4) Shares are jointly held by Hasan and Mdm. Saleha Binte A K in a joint account.
- (5) Shares are jointly held by Joharabee and Mr. Kadir Maideen Bin Mohamed in a joint account.
- (6) n.m. denotes not meaningful.

### **2. DEALINGS IN COMPANY SECURITIES**

*Based on information available to the Offeror as at the Latest Practicable Date, there has been no dealings in the Company Securities for value during the Reference Period by the Offeror, the directors of the Offeror and parties acting or presumed to be acting in concert with the Offeror.*

### **3. IRREVOCABLE UNDERTAKINGS**

*As at the Latest Practicable Date, save for the Irrevocable Undertakings as set out in section 7 of this Offer Document, no person has given any undertaking to the Offeror or any persons acting or presumed to be acting in concert with the Offeror, to accept or reject the Offer.*

### **4. SECURITY INTERESTS, BORROWING OR LENDING OF COMPANY SECURITIES**

*In connection with the CIMB Facility, all the Shares acquired by the Offeror pursuant to the Offer or otherwise will be charged in favour of CIMB for the Offeror's obligations under the financing arrangements. Save as disclosed in this Offer Document, as at the Latest Practicable Date, none of the Offeror or any persons acting or presumed to be acting in concert with the Offeror has (a) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise; (b) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or (c) lent any Company Securities to another person.*

### **5. ARRANGEMENTS OF THE KIND REFERRED TO IN NOTE 7 ON RULE 12 OF THE CODE**

*As at the Latest Practicable Date, save for the Irrevocable Undertakings as set out in section 7 of this Offer Document, neither the Offeror nor any persons acting or presumed to be acting in concert with the Offeror has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or refrain from dealing in the Shares.*

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## LETTER TO SHAREHOLDERS

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As at the Latest Practicable Date, further to the despatch of the Offer Document and pursuant to Rule 12.1 of the Code, CIMB for and on behalf of the Offeror has released announcements in relation to the disclosure of dealings, the details of which are set out below.

Name	Transaction Date	Transaction Type	No. of Shares	Transaction price per Share (\$)
Offeror	31 July 2024	Purchase	2,228,400	0.30
Offeror	1 August 2024	Purchase	142,000	0.30
Offeror	2 August 2024	Purchase	2,467,600	0.30

### 10. CONFIRMATION OF FINANCIAL RESOURCES

Section 13 of the Offer Document sets out information on the confirmation of financial resources, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

#### 13. CONFIRMATION OF FINANCIAL RESOURCES

*CIMB, as the financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer on the basis of the Offer Price, excluding the Set-off Amount pursuant to the Irrevocable Undertakings.*

### 11. DIRECTORS' INTEREST

Details of the Directors including, *inter alia*, the Directors' direct and deemed interests in the Offeror Securities and Company Securities as at the Latest Practicable Date are set out in paragraph 6.3 of Appendix II to this Circular.

### 12. ADVICE AND RECOMMENDATION IN RELATION TO THE OFFER

#### 12.1. Appointment of IFA

ZICO Capital has been appointed as the independent financial adviser to advise the Independent Directors for the purpose of making a recommendation to the Shareholders in respect of the Offer. **Shareholders should read and carefully consider the advice of the IFA and the recommendation to the Independent Directors in its entirety before deciding whether accept or reject the Offer.**

#### 12.2. Legal Advisors

For the purposes of this Circular, Icon Law LLC (member of the ZICO Law Network) has been appointed as the legal advisors to the Company in relation to the Offer.

#### 12.3. Advice of the IFA in relation to the Offer

The advice of the IFA to the Independent Directors in respect of the Offer is set out in its letter dated 12 August 2024 as set out in Appendix I to this Circular ("**IFA Letter**"). Taking into consideration the factors set out in the IFA Letter and the information available to the IFA as at the Latest Practicable Date, and subject to the qualifications and assumptions set out in the IFA Letter, the IFA has given its advice to the Independent Directors as set out in paragraph 9 of the IFA Letter, an extract of which is reproduced below.

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## LETTER TO SHAREHOLDERS

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Shareholders should read the extract in conjunction with, and in the context of, the full text of the IFA Letter. Unless otherwise stated, all terms and expressions used in the extract below shall have the meanings given to them in the IFA Letter.

### 9. OUR OPINION

*In arriving at our opinion in relation to the Offer, we have considered the views and representations made by the Directors and Management and reviewed and deliberated on the factors which we consider to be relevant and to have a significant bearing on our assessment of the terms of the Offer. We have carefully considered factors which we deem essential and balanced them before reaching our opinion. Accordingly, it is important that our IFA Letter, in particular, all the considerations and information which we have taken into account, be read in its entirety.*

*We wish to highlight some key considerations in arriving at our opinion:*

- (i) the Offer Price represents premia of approximately 28.21%, 33.33%, 36.99% and 40.85% over the respective VWAPs of the Shares for the last 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price represents a premium of approximately 39.53% over the closing price of the Shares on the Last Trading Day;*
- (ii) the Offer Price is higher than the highest traded prices during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price is higher than the highest traded price as at the Last Trading Day;*
- (iii) the Offer Price represents a premium of approximately 0.67% over the VWAP of the Shares for the period from 11 July 2024 (being the first traded day after the Offer Announcement Date) up to the Latest Practicable Date;*
- (iv) the Offer Price is equivalent to the closing price of the Shares as at the Latest Practicable Date;*
- (v) the Shares were not actively traded during the Reference Period. The average daily trading volume of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day were in the range of 0.01% to 0.04% of the Free Float. The average daily traded volume of the Shares represents 2.48% of the Free Float as at the Latest Practicable Date;*
- (vi) the Offer Price represents a discount of approximately 0.66% to the NAV per Share as at 29 February 2024. However, the Offer Price represents a premium of 1.35% to the Adjusted NAV per Share;*
- (vii) the Offer Price is above the estimated sum-of-parts value per Share of S\$0.289 to S\$0.291, representing a premium range of between 3.09% to 3.81%;*
- (viii) the premium of 39.5% implied by the Offer Price over the last transacted price of the Shares on the Last Trading Day is within the range of premia, and above the median and average premia, of the Precedent Privatisation Transactions;*
- (ix) the premia of 40.8%, 37.0% and 33.3% implied by the Offer Price over the 1-month, 3-month and 6-month VWAPs of the Shares prior to and including the Last Trading Day are within the range of the Precedent Privatisation Transactions;*
- (x) the P/Adjusted NAV as implied by the Offer Price of 1.01 times is within the range, but below the average and median Offer Price/NAV or Offer Price/RNAV of the Precedent Privatisation Transactions;*

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## LETTER TO SHAREHOLDERS

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- (xi) *the Offeror's intention to delist the Company and make the Company its wholly-owned subsidiary, as well as the free float of the Company's issued Shares as at 6 August 2024 falling below the 10% threshold as required under Rule 723 of the Listing Manual, upon which the SGX-ST will suspend the trading of the Shares at the close of the Offer;*
- (xii) *the Irrevocable Undertakings by the Undertaking Shareholders, who collectively hold an aggregate interest in 789,222,821 Shares representing approximately 85.06% of the total number of issued Shares, in full acceptance of the Offer. Further, as at the Latest Practicable Date, 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 822,177,183 Shares, representing approximately 88.62% of the total number of issued Shares; and*
- (xiii) *the decreasing dividend yield over the Period Under Review.*

**Having considered carefully the information available to us as at the Latest Practicable Date, and based on our analyses, we are of the opinion that the terms of the Offer are on balance, fair and reasonable.** Accordingly, we advise the Independent Directors to recommend Shareholders to **ACCEPT** the Offer.

*In arriving at our opinion, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or particular needs and constraints of any individual Shareholder. As different Shareholders would have different investment profiles and objectives, we recommend that any Shareholder who may require specific advice in relation to his/her investment objectives or portfolio should consult his/her legal, financial, tax or other professional adviser immediately.*

*We wish to emphasise that the Directors have not provided us with any financial projections or forecasts in respect of the Company or the Group and we have, inter alia, relied on the relevant statements contained in the Offer Document, Circular, this IFA Letter, confirmations, advice and representations by the Directors, the Management and/or their professional advisers (where applicable), and the Company's announcements in relation to the Offer. In addition, Directors should note that we have arrived at our recommendation based on information made available to us prior to and including the Latest Practicable Date. We assume no responsibility to update, review or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date, unless otherwise stated.*

*We would like to highlight that we do not express any opinion on the rationale for, as well as the legal and commercial risks and/or merits (if any) of the Offer, which remains the sole responsibility of the Directors. It is also not within our terms of reference to provide an opinion on the relative merits of the Offer vis-à-vis any alternative transactions previously considered by the Company or transactions that the Company may consider in the future.*

### 12.4. Exemption relating to Director's Recommendation

MSM is the Founder and Chief Executive Officer of the Company and he is also a director and the sole shareholder of the Offeror.

Hasan is the Deputy Chief Executive Officer of the Company and he is the brother of MSM.

The SIC has ruled that each of MSM and Hasan from making, and assuming responsibility for, any recommendation to Shareholders in respect of the Offer, given that each of them will be participating in the Offer in the above manner and would face irreconcilable conflicts of interest in relation to the Offer that would render it inappropriate for them to join the remainder of the Board in making a recommendation to the Shareholders in connection with the Offer.

Notwithstanding so, each of them must, however, still assume responsibility for the accuracy of the facts stated or opinions expressed in the documents and advertisements issued by, or on behalf of, the Company to the Shareholders in connection with the Offer.

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## LETTER TO SHAREHOLDERS

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### 12.5. Independence of Directors

As at the Latest Practicable Date, each of Mr. Devnarayanan s/o Kallankarai Ram Pisharody, Dr. Ahmad Bin Mohamed Magad, Ms. Geetha Padmanabhan and Mr. Tan Lye Heng Paul considers himself/herself to be independent for the purposes of making a recommendation to the Shareholders in relation to the Offer.

### 12.6. Recommendation of the Independent Directors

The Independent Directors, having considered carefully, amongst other things, the terms of the Offer and the advice given by ZICO Capital to the Independent Directors in the IFA Letter, **CONCUR** with the advice of ZICO Capital in respect of the Offer. Accordingly, the Independent Directors, recommend that Shareholders **ACCEPT** the Offer.

**SHAREHOLDERS ARE ADVISED TO READ THE IFA LETTER SET OUT IN APPENDIX I TO THIS CIRCULAR AND CONSIDER THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS CAREFULLY BEFORE DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER, AS THE CASE MAY BE. SHAREHOLDERS SHOULD NOTE THAT THE ADVICE OF THE IFA TO THE INDEPENDENT DIRECTORS AND THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS IN RESEPECT OF THE OFFER SHOULD NOT BE RELIED ON BY ANY SHAREHOLDER AS THE SOLE BASIS FOR DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER, AS THE CASE MAY BE.**

Further, in rendering the above recommendation, the Independent Directors have not had regard to the general or specific investment objectives, financial situations, tax status or position, risk profiles or unique needs and constraints or other particular circumstances of any individual Shareholder.

As different Shareholders would have different investment objectives and profiles, the Independent Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

## 13. OVERSEAS SHAREHOLDERS

Overseas Shareholders should refer to Section 14 of the Offer Document which sets out information in relation to Overseas Shareholders, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

### **14. OVERSEAS SHAREHOLDERS**

#### **14.1. Overseas jurisdictions**

*This Offer Document, the Relevant Acceptance Forms and/or any related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Offer Document, the Relevant Acceptance Forms and/or any related documents in any jurisdiction in contravention of applicable law. The Offer will be made solely by this Offer Document, the Relevant Acceptance Forms and its related documents, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.*

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## LETTER TO SHAREHOLDERS

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*The release, publication or distribution of this Offer Document, the Relevant Acceptance Forms and/or any related documents in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions in which this Offer Document, the Relevant Acceptance Forms and/or any related documents is released, published or distributed should inform themselves about and observe such restrictions.*

*Copies of this Offer Document, the Relevant Acceptance Forms and/or any related documents are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer will violate the laws of that jurisdiction (a “**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail, or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.*

*The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility.*

### **14.2. Overseas Shareholders**

*The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or, as the case may be, in the records of CDP (the “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions, and exercise caution in relation to the Offer, as this Offer Document, the Relevant Acceptance Forms and/or any related documents have not been reviewed by any regulatory authority in any overseas jurisdiction.*

***For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom this Offer Document, the Relevant Acceptance Forms and/or any related documents have not been, or will not be, sent.***

### **14.3. Copies of this Offer Document and the Relevant Acceptance Forms**

*Where there are potential restrictions on this Offer Document, the Relevant Acceptance Forms and/or any related documents to any overseas jurisdiction, the Offeror and CIMB each reserves the right not to send these documents to such Overseas Shareholders in such overseas jurisdictions.*

*Subject to compliance with applicable laws, any affected Overseas Shareholder may nonetheless obtain copies of this Offer Document, the Relevant Acceptance Forms and/or any related documents during normal business hours and up to the Closing Date from (a) CDP (if it/he/she is a depositor), or (b) the office of the Registrar (if it/he/she is a scrip holder). Overseas Shareholders may find the address, telephone number and email address of CDP and the address of the Registrar 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

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## LETTER TO SHAREHOLDERS

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*Alternatively, an affected Overseas Shareholder may, subject to compliance with applicable laws, write to the Offeror through CDP (if it/he/she is a depositor) or the Registrar (if it/he/she is a scrip holder) at the above-stated address to request for this Offer Document, the Relevant Acceptance Forms and/or any related documents to be sent to an address in Singapore by ordinary post at its/his/her own risk, up to five (5) Market Days prior to the Closing Date.*

*Electronic copies of this 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](http://www.sgx.com).*

#### **14.4. Compliance with applicable laws**

*It is the responsibility of any Overseas Shareholder who wishes to (a) request for this Offer Document, the Relevant Acceptance Forms and/or any related documents; and/or (b) accept the Offer, to satisfy itself/himself/herself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements, or the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall also be liable for any taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including CIMB, CDP and the Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments that may be required to be paid and the Offeror shall be entitled to set-off any such amounts against any sum payable to the Overseas Shareholder pursuant to the Offer and/or any acquisition of Shares pursuant to Section 215(1) or 215(3) of the Companies Act. In (a) requesting for this Offer Document, the Relevant Acceptance Forms and/or any related documents; and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror, CIMB, CDP and the Receiving Agent that it/he/she is in (a) full observance of the laws of the relevant jurisdiction in that connection; and (b) full compliance with all necessary formalities or legal requirements.*

*If any Shareholder is in any doubt about its/his/her position, it/he/she should consult its/his/her professional adviser in the relevant jurisdiction. All Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.*

#### **14.5. Notice**

*The Offeror and CIMB each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement or advertisement.*

Where there are potential restrictions on sending the Offeree Notification and/or any related documents to any overseas jurisdictions, the Company reserves the right not to send the Offeree Notification and/or any related documents to such overseas jurisdictions. Any affected Overseas Shareholder may, nevertheless (subject to compliance with applicable laws), download a copy of this Circular from the website of the Company at [www.secondchance.com.sg/invest](http://www.secondchance.com.sg/invest) and the website of the SGX-ST at [www.sgx.com/securities/company-announcements?value=SECOND%20CHANCE%20PROPERTIES%20LTD&type=company](http://www.sgx.com/securities/company-announcements?value=SECOND%20CHANCE%20PROPERTIES%20LTD&type=company).

In downloading this Circular and any related documents, each of the Overseas Shareholders represents and warrants to the Company that each of them is in full observance of the laws of the relevant jurisdiction in that connection, and that each of them is in full compliance with all necessary formalities or legal requirements.

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## LETTER TO SHAREHOLDERS

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### 14. INFORMATION RELATING TO CPFIS AND SRS INVESTORS

Section 15 of the Offer Document sets out information pertaining to CPFIS and SRS Investors, extracts of which are set out below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

#### 15. INFORMATION RELATING TO CPFIS AND SRS INVESTORS

*CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.*

*CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be). CPFIS Investors and SRS Investors who validly accept the Offer will receive the payment for their Offer Shares in their respective CPF investment accounts and SRS investment accounts (as the case may be).*

### 15. ELECTRONIC DISSEMINATION OF THIS CIRCULAR

In line with the news release and joint statements issued by SGX-ST on 6 May 2020, 29 September 2020 and 29 June 2021 announcing that the Monetary Authority of Singapore (“**MAS**”), the SIC and the Singapore Exchange Regulation (“**SGX RegCo**”) have introduced temporary measures to allow listed issuer and parties involved in takeover or merger transactions the option to electronically disseminate their take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy documents related to such take-over or merger transactions, no printed copies of this Circular will be despatched to the Shareholders.

Instead, this Circular has been disseminated electronically to the Shareholders through publication on the websites of the SGX-ST and the Company. In connection with the electronic dissemination of this Circular, the hardcopy notification with instructions on how to access and retrieve this Circular electronically (“**Offeree Notification**”) will be despatched by ordinary post to the Shareholders.

### 16. ACTION TO BE TAKEN BY THE SHAREHOLDERS

Shareholders **who wish to accept the Offer** must do so not later than **5.30 p.m. (Singapore time) on 26 August 2024**. Shareholders who wish to accept the Offer should refer to Appendix 2 to the Offer Document which sets out the procedures for acceptance of the Offer.

Shareholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document (including the FAA and FAT) which has been sent to them.



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## LETTER TO SHAREHOLDERS

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### 17. DIRECTORS' RESPONSIBILITY STATEMENT

The recommendation of the Independent Directors set out in Section 12.6 of this Circular is the responsibility of the Independent Directors.

Save for the foregoing, the Directors (including those who have delegated detailed supervision of this Circular) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Circular (other than those relating to the Offeror, parties acting in concert with the Offeror, the Offer, the Offer Announcement, the Offer Document, the IFA Letter, and the Valuation Reports) are fair and accurate and that no material facts have been omitted from this Circular, the omission of which would make any statement in this Circular misleading.

In respect of the IFA Letter and the Valuation Reports, the sole responsibility of the Directors has been to ensure that the facts stated therein with respect to the Group are, to the best of their knowledge and belief, fair and accurate in all material respects.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation the Offer Announcement, the Offer Document, the IFA Letter, and the Valuation Reports), the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Circular in its proper form and context.

The Directors jointly and severally accept responsibility accordingly.

### 18. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this Circular which form part of this Circular.

Yours faithfully

For and on behalf of the Board of Directors  
**SECOND CHANCE PROPERTIES LTD**

Dr. Ahmad Bin Mohamed Magad  
Independent Non-Executive Chairman

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## APPENDIX I - LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS IN RESPECT OF THE OFFER

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12 August 2024

### Second Chance Properties Ltd

60 Paya Lebar Road  
#07-20 Paya Lebar Square  
Singapore 409051

To: The Directors of Second Chance Properties Ltd (the “**Company**” or “**SCPL**”) who are considered independent under the Code (as defined herein) (the “**Independent Directors**”) for the purposes of making the recommendation to the Shareholders in respect of the Offer (as defined herein):

Mr Devnarayanan s/o Kallankarai Ram Pisharody	<i>Executive Director</i>
Dr Ahmad Bin Mohamed Magad	<i>Independent Non-Executive Chairman</i>
Ms Geetha Padmanabhan	<i>Independent Non-Executive Director</i>
Mr Tan Lye Heng Paul	<i>Independent Non-Executive Director</i>

Dear Sirs,

### **VOLUNTARY UNCONDITIONAL CASH OFFER BY CIMB BANK BERHAD, SINGAPORE BRANCH (“CIMB”), FOR AND ON BEHALF OF FINAL CHANCE HOLDINGS PTE. LTD. (THE “OFFEROR”), FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“SHARES”) (THE “OFFER”)**

*Unless otherwise defined or the context otherwise requires, all capitalised terms used in this letter shall have the same meaning as defined in the circular to shareholders of the Company (the “**Shareholders**”) dated 12 August 2024 (the “**Circular**”) issued by the Company. For the purposes of this letter, the Latest Practicable Date is 2 August 2024.*

#### **1. INTRODUCTION**

On 10 July 2024 (the “**Offer Announcement Date**”), CIMB announced, for and on behalf of the Offeror, that the Offeror intends to make a voluntary unconditional cash offer for all of the Shares in the share capital of the Company (excluding treasury shares and subsidiary holdings), including any Shares owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror in relation to the Offer (“**Offer Shares**”) at the offer price of S\$0.30 in cash for each Offer Share (“**Offer Price**”), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore (“**SFA**”) and Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”).

ZICO Capital Pte. Ltd. (“**ZICO Capital**”) has been appointed by the Company as the independent financial adviser (the “**IFA**”) to advise the Independent Directors, for the purpose of making a recommendation to the shareholders of the Company (“**Shareholders**”) in respect of the Offer.

This IFA letter is addressed to the Independent Directors and sets out, *inter alia*, our evaluation and opinion on whether the terms of the Offer are fair and reasonable, and our recommendation thereon (the “**IFA Letter**”). This IFA Letter forms part of the Circular to be despatched to Shareholders in relation to the Offer, which provides, *inter alia*, the details of the Offer as well as the recommendations of the Independent Directors in respect of the Offer.

#### **2. TERMS OF REFERENCE**

ZICO Capital has been appointed as IFA to opine on whether the terms of the Offer are fair and reasonable, and to provide our recommendations thereon.

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## APPENDIX I - LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS IN RESPECT OF THE OFFER

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We were not involved in, or responsible for, any aspect of the negotiations pertaining to the Offer, nor were we involved in the deliberations leading up to the Offer. We were not required, instructed or authorised, to solicit, and we have not solicited, any indications of interest from any third party with respect to any other proposals for transactions similar to or in lieu of the Offer. It is also not within our terms of reference to compare the relative merits of the Offer *vis-à-vis* any alternative transactions previously considered by the Directors or transactions that the Directors may consider in the future. Such comparison and consideration shall remain the responsibility of the Directors. We do not, by this IFA Letter, warrant the merits of the Offer other than to express an opinion on whether the terms of the Offer are fair and reasonable, and to provide our recommendations thereon.

We have confined our evaluation and analysis of the Offer strictly and solely to the financial terms of the Offer. Our terms of reference do not require us to evaluate or comment on the rationale for, as well as the legal, strategic, commercial and financial risks and/or merits (if any) of the Offer, or on the future financial performance or prospects of the Company and its subsidiaries (the “**Group**”). Accordingly, we have not made such evaluations or comments. Such evaluations or comments shall remain the sole responsibility of the Directors and the management of the Company (the “**Management**”), although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion and recommendation as set out in this IFA Letter.

It is also not within the scope of our appointment to express any view herein as to the prices at which the Shares may trade or on the future performance of the Company and/or the Group upon the completion or expiry of the Offer. We have not relied upon any financial projections or forecasts in respect of the Company or the Group. We are not required to express, and we do not express, any views on the growth prospects, earnings potential, future financial performance, or future financial position of the Company or the Group arising from the Offer or otherwise. No financial or profit forecasts, business plans or management accounts of the Company and/or the Group have been specifically prepared for the purpose of evaluating the Offer, save for those that were provided by the Company.

In the course of our evaluation of the financial terms of the Offer, we have held discussions with the Directors, the Management and/or their professional advisers (where applicable) and have examined and relied to a considerable extent on the information set out in the Circular, other publicly available information collated by us as well as information, representations, opinions, facts and statements provided to us, whether written or verbal, by the Directors, the Management and/or their professional advisers (where applicable). In particular, we had obtained and relied on the disclosures and representations provided by the Company on the value of the property assets, financial assets and securities, liabilities and the marked-to-market gains and/or losses on such assets of the Company and/or the Group, for the purposes of our evaluation of the financial terms of the Offer.

We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular have been reasonably made after due and careful enquiry. Whilst care has been exercised in reviewing the information which we have relied on, we have not independently verified the information but nevertheless have made reasonable enquiries and exercised judgement on the reasonable use of such information, as were deemed necessary, and have found no reason to doubt the accuracy or reliability of the information and representations.

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## APPENDIX I - LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS IN RESPECT OF THE OFFER

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We have relied upon the assurances from the Directors and the Management (including those who may have delegated detailed supervision of the Circular), who have accepted full responsibility for the accuracy and completeness of the information provided to us, that, to the best of their knowledge and belief, they have taken reasonable care to ensure that the facts stated and opinions expressed by them or the Company in the Circular are true, complete and accurate in all material aspects. The Directors and Management have confirmed to us that, to the best of their knowledge and belief, the Circular constitutes full and true disclosure of all material facts about the Offer and the Group, and the Directors and the Management are not aware of any facts, the omission of which would cause any statement in the Circular in respect of the Group and the Offer to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted full responsibility for such information described herein.

We have not made any independent evaluation or appraisal of the assets and liabilities (including without limitation, the property, plant and equipment) of the Group. However, we have been furnished with the following Valuation Reports (as defined herein) prepared by the Valuers (as defined herein) which the Company has commissioned in connection with the Offer, and on which have placed sole reliance on for such valuations (“**Independent Valuations**”):

- (a) the valuation reports dated 17 July 2024 in respect of the independent valuation of the Investment Properties (as defined herein) held by the Group as at 31 May 2024 prepared by Colliers International Consultancy & Valuation (Singapore) Pte. Ltd. (“**Colliers**”). The full list of Investment Properties is set out in Section 8.4.1 of this IFA Letter;
- (b) the valuation report dated 17 July 2024 in respect of the independent valuation of 810 Geylang Road, #02-105/106/107/108 City Plaza, Singapore 409286 as at 31 May 2024 prepared by Colliers;
- (c) the valuation report dated 17 July 2024 in respect of the independent valuation of 60 Paya Lebar Road, #07-20 Paya Lebar Square, Singapore 409051 as at 31 May 2024 prepared by Colliers; and
- (d) the valuation report dated 17 July 2024 in respect of the independent valuation of No. 165, 167 and 169 Jalan Tunku Abdul Rahman, 50100 Kuala Lumpur, Malaysia as at 31 May 2024 prepared by Stocker Roberts & Gupta (KL) Sdn. Bhd. (“**SRGSB**”),

(collectively, the “**Valuation Reports**”). Colliers and SRGSB are collectively referred to as the “**Valuers**”.

The details of the Independent Valuations are set out in Sections 8.3.1 and 8.4.1 of this IFA Letter.

We are not experts in the evaluation or appraisal of the assets concerned and we have placed sole reliance to the Valuation Reports for such assets appraisal, and have not made any independent verification of the contents thereof. In particular, we do not assume any responsibility to enquire about the basis of the valuation contained in the Valuation Reports or if the contents thereof have been prepared in accordance with all applicable regulatory requirements including the Code.

Our opinion and recommendation set out in this IFA Letter are based on market, economic, industry, monetary and other conditions (if applicable) prevailing, as well as information and representations provided to us as at the Latest Practicable Date. Such conditions and information may change significantly over a short period of time. We assume no responsibility to update, revise or reaffirm our opinion and recommendation in the light of any subsequent developments after the Latest Practicable Date that may affect our opinion and/or our recommendation contained herein. Shareholders should take note of any announcements relevant to their consideration of the Offer, which may be released after the Latest Practicable Date.

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In rendering our advice and providing our opinion and recommendation, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Shareholder or any specific group of Shareholders. As different Shareholders would have different investment profiles and objectives, we would advise the Independent Directors to recommend that any individual Shareholder, or group of Shareholders, who may require specific advice in the context of his or their investment objective(s) or portfolio(s) consult his or their legal, financial, tax or other professional advisers immediately.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this IFA Letter). We have had no role or involvement, and have not provided any advice (financial or otherwise) whatsoever in the preparation, review and verification of the Circular (other than this IFA Letter). Accordingly, we take no responsibility for, and express no views, whether expressed or implied, on the contents of the Circular (except for this IFA Letter and the extract of our opinion and recommendation in the Circular).

We have prepared this IFA Letter for the use by the Independent Directors in connection with their consideration of the Offer, but any recommendations made by the Independent Directors in respect of the Offer shall remain their sole responsibility.

Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purposes other than for the consideration of the Offer at any time and in any manner without the prior written consent of ZICO Capital in each specific case.

**Our opinion and recommendation in relation to the Offer should be considered in the context of the entirety of this IFA Letter and the Circular.**

### 3. THE OFFER

The Offer is made by CIMB, for and on behalf of the Offeror, to acquire all the Offer Shares in accordance with Section 139 of the SFA and Rule 15 of the Code. The Offer is subject to the terms and conditions set out in the offer document dated 29 July 2024 issued by CIMB, for and on behalf of the Offeror, in respect of the Offer, together with the Form of Acceptance and Authorisation for Offer Shares and the Form of Acceptance and Transfer for Offer Shares (the “**Offer Document**”). The principal terms of the Offer are set out in Sections 2 and 3 of the Letter to Shareholders in the Offer Document. We recommend that Shareholders read the terms and conditions of the Offer contained therein carefully.

The key terms of the Offer are set out below.

#### 3.1 Offer Price

The Offer Price for each Offer Share is S\$0.30 in cash.

**The Offer Price is final and the Offeror does not intend to revise the Offer Price.**

#### 3.2 No Encumbrances

The Offer Shares will be acquired:

- (i) fully paid;
- (ii) free from any claim, charge, mortgage, assignment of receivables, debenture, pledge, right to acquire, security, lien, option, equity, power of sale, declaration of trust, hypothecation or other third party rights, retention of title, right of pre-emption, right of first refusal or security interest of any kind and any encumbrance or condition whatsoever (“**Encumbrances**”); and

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## APPENDIX I - LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS IN RESPECT OF THE OFFER

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- (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights, other distributions and/or return of capital, whether in cash or in kind (“**Distribution(s)**”) (if any) which may be announced, declared, paid or made thereon by the Company in respect of the Offer Shares on or after the Offer Announcement Date.

### 3.3 Adjustment for Distributions

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Offer Announcement Date.

Accordingly, in the event that any Distribution is or has been announced, declared, paid or made by the Company in respect of the Shares on or after the Offer Announcement Date, the Offer Price payable to a Shareholder who validly accepts or has validly accepted the Offer (an “**Accepting Shareholder**”) shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by such Accepting Shareholder falls, as follows:

- (i) if such settlement date falls on or before the record date for the determination of entitlements to the Distribution (the “**Record Date**”) and the Offeror is registered as the holder of such Offer Shares as at the Record Date, the Offer Price shall remain unadjusted for each such Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; and
- (ii) if such settlement date falls after the Record Date or if such settlement date falls on or before the Record Date but the Offeror is not registered as the holder of such Offer Shares as at the Record Date, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.

### 3.4 Unconditional Offer

The Offer is unconditional in all respects.

### 3.5 Closing Date

Except insofar as the Offer may be withdrawn with the consent of the Securities and Industry Council of Singapore (“**SIC**”) and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of the Offer Document. Accordingly, Shareholders should note that the Offer will close at 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 (“**Closing Date**”).

## 4. INFORMATION ON THE OFFEROR

The Offeror is a private company limited by shares incorporated in Singapore on 9 November 2023. Its principal activity is that of investment holding. The Offeror has not carried on any business since its incorporation, except in relation to matters in connection with the making of the Offer.

As at 22 July 2024, being the latest practicable date set out in the Offer Document, the Offeror has a total issued and paid-up share capital of S\$1.00 comprising one (1) ordinary share held by Mr. Mohamed Salleh S/O Kadir Mohideen Saibu Maricar (“**MSM**”). MSM is the Founder of the Group and the Chief Executive Officer of the Company. MSM has been a Director of the Company since 2 June 1986, and has over 48 years of retail business experience.

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The directors of the Offeror comprises the following individuals:

- (a) MSM;
- (b) Mr. Mohamed Amal Bin Mohamed Salleh Maricar (son of MSM) (“**Amal**”);
- (c) Ms. Nadia D/O Mohamed Salleh Maricar (daughter of MSM) (“**Nadia**”);
- (d) Ms. Sofia Binte Mohamed Salleh Maricar (daughter of MSM) (“**Sofia**”); and
- (e) Ms. Radiah Binte Mohamed Salleh Maricar (daughter of MSM) (“**Radiah**”).

Please refer to Section 5 of and Appendix 3 to the Offer Document for additional information on the Offeror.

### 5. INFORMATION ON THE COMPANY

The Company is a company incorporated in Singapore on 7 July 1981, and was listed on the SESDAQ on 24 January 1997 and transferred to the Mainboard of the SGX-ST on 2 March 2004. The Group is principally engaged in four (4) core businesses of property investment, retailing of apparel, retailing of gold jewellery and investing in financial instruments.

As at the Latest Practicable Date, the Company has a total issued and paid-up share capital of approximately S\$174,706,943.36 comprising 927,795,798 Shares, and there are no outstanding convertibles, Shares held in treasury or subsidiary holdings in the Company.

Please refer to Appendix 4 to the Offer Document and Appendix II to the Circular for additional information on the Company.

### 6. IRREVOCABLE UNDERTAKINGS AND ROLL-OVER ARRANGEMENT

The Offeror has received irrevocable undertakings dated 10 July 2024 (the “**Irrevocable Undertakings**”) from the following Shareholders (the “**Undertaking Shareholder(s)**”):

- (a) MSM in respect of his (i) direct interest in 650,951,628 Shares (representing approximately 70.16% of the total number of Shares); and (ii) deemed interest in 7,996,459 Shares jointly held by his spouse (Mdm. Sapiyah Abu Bakar) and his daughter (Nadia) in a joint account (representing approximately 0.86% of the total number of Shares), collectively representing approximately 71.02% of the total number of Shares;
- (b) Mdm. Sapiyah Abu Bakar in respect of her direct interest in 7,996,459 Shares jointly held by her daughter (Nadia) and herself in a joint account, representing approximately 0.86% of the total number of Shares;
- (c) Nadia in respect of her direct interest in (i) 38,180,200 Shares (representing approximately 4.12% of the total number of Shares); and (ii) 7,996,459 Shares jointly held by her mother (Mdm. Sapiyah Abu Bakar) and herself in a joint account (representing approximately 0.86% of the total number of Shares), collectively representing approximately 4.98% of the total number of Shares;
- (d) Sofia in respect of her direct interest in 35,905,624 Shares, representing approximately 3.87% of the total number of Shares;
- (e) Radiah in respect of her direct interest in 47,311,680 Shares, representing approximately 5.10% of the total number of Shares; and
- (f) Amal in respect of his direct interest in 8,877,230 Shares, representing approximately 0.96% of the total number of Shares,

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pursuant to which each Undertaking Shareholder has, among other things, unconditionally and irrevocably undertaken to the Offeror to tender, or procure the tender of all (and not some only) of his/her respective Shares and any Shares which he/she may acquire on or after the date of the Irrevocable Undertakings, in full acceptance of the Offer.

Further, under the Irrevocable Undertakings, each Undertaking Shareholder has agreed to be allotted and issued new ordinary shares in the capital of the Offeror ("**Offeror Shares**") for an aggregate subscription price (the "**Roll-over Consideration**") that will be set-off in full against the cash consideration that would otherwise be payable under the Offer (the "**Set-off Amount**") by the Offeror to each of the Undertaking Shareholders for his/her Shares at the Offer Price pursuant to the full acceptance of the Offer by the Undertaking Shareholders (the "**Roll-over Arrangement**").

The allotment and issue of the Offeror Shares concurrently to all the Undertaking Shareholders pursuant to the Roll-over Arrangement will be completed after the close of the Offer.

Pursuant to an application made by the Offeror to the SIC to seek certain rulings and confirmations in relation to the Offer, the SIC has confirmed that the Roll-over Consideration contemplated under the Irrevocable Undertakings is not a special deal for the purposes of Rule 10 of the Code.

Please refer to Section 7 of the Offer Document for further details on the Irrevocable Undertakings and Roll-over Arrangement.

### 7. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS IN RELATION TO THE COMPANY

#### 7.1 Rationale for the Offer

Please refer to Section 9 of the Offer Document for the full text of the rationale for the Offer, as articulated by the Offeror. A summary is set out below:

- (i) opportunity for Shareholders to realise their investment in the Shares at a premium over historical trading prices of the Shares without incurring brokerage and other trading costs;
- (ii) low trading liquidity of the Shares, whereby the average daily trading volume of the Shares for the one (1)-month, three (3)-month, six (6)-month and 12-month periods, respectively, up to and including the Last Trading Day (as defined herein) represent less than 0.01% of the total number of Shares as at the Offer Announcement Date;
- (iii) the Offeror believes that privatising the Company will provide the Offeror and the Company with greater management flexibility to manage the business of the Group; and
- (iv) the Company will be able to save on expenses and costs relating to the maintenance of a listed status and instead channel such resources to its business operations.

#### 7.2 Offeror's intentions in relation to the Company

The Offeror's intention is to delist and privatise the Company.

The Offeror intends for the Company to continue to develop and grow the existing businesses of the Group. The Offeror and the Company will continue to review, from time to time, the operations of the Group as well as the Company's strategic options. The Offeror retains and reserves the right and flexibility at any time and from time to time to further consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the best interests of the Offeror and/or the Company.



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Save as disclosed above, the Offeror has no current intentions to (i) introduce any major changes to the existing business of the Company; (ii) re-deploy the fixed assets of the Company; or (iii) discontinue the employment of the existing employees of the Group, in each case, other than in the ordinary and usual course of business and/or in response to changing market conditions.

### 8. EVALUATION OF THE OFFER

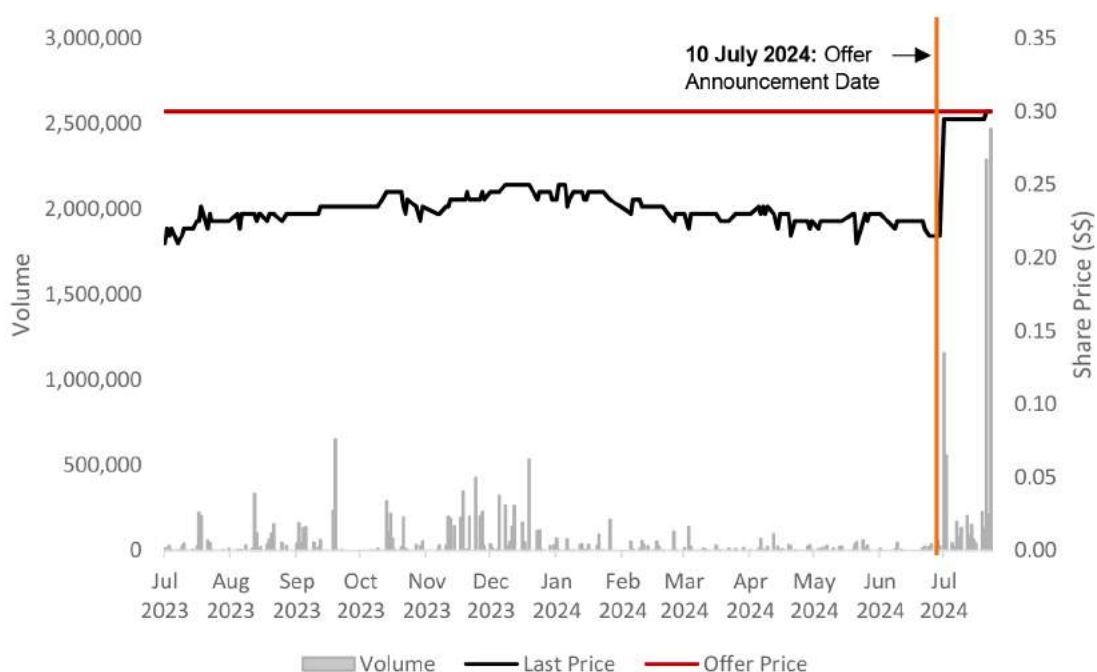
In our evaluation of the Offer, we have given due consideration to, *inter alia*, the following key factors:

- (i) historical Share price performance and trading activity of the Shares;
- (ii) historical financial performance and position of the Group;
- (iii) the Group's net asset value ("NAV") and adjusted net asset value ("Adjusted NAV");
- (iv) sum-of-parts valuation of the Group;
- (v) comparison with recent privatisation transactions of companies listed on the SGX-ST;
- (vi) dividend track record of the Company; and
- (vii) other relevant considerations relating to the Offer.

#### 8.1 Historical Share price performance and trading activity of the Shares

We set out below a chart showing the daily closing prices and trading volume of the Shares for the 1-year period from 10 July 2023 to 9 July 2024 (being the last trading day where Shares were traded on SGX-ST prior to the Offer Announcement Date ("Last Trading Day")), and up to the Latest Practicable Date.

##### Daily closing prices and trading volume of the Shares from 10 July 2023 to the Latest Practicable Date (the "Reference Period")



Source: Bloomberg L.P.

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From the chart above, we note the following:

- (a) from 10 July 2023 to the Last Trading Day, the daily closing prices of the Shares were in the range of S\$0.210 to S\$0.250. The Offer Price represents a premium of 42.86% to the low of S\$0.210 and a premium of 20.00% to the high of S\$0.250;
- (b) the Shares closed at S\$0.215 on the Last Trading Day. The Offer Price represents a premium of 39.53% to the closing price on the Last Trading Day;
- (c) from the period after the Last Trading Day up to the Latest Practicable Date, the daily closing prices of the Shares were in the range of S\$0.295 to S\$0.300. The Offer Price represents a premium of 1.69% to the low of S\$0.295 and is equivalent to the high of S\$0.300; and
- (d) as at the Latest Practicable Date, the closing price of the Shares was S\$0.300, which is equivalent to the Offer Price.

In addition, we have set out below additional information on the volume-weighted average price (“**VWAP**”), trading liquidity, and other trading statistics of the Shares during the Reference Period:

Description	Highest traded price (S\$)	Lowest traded price (S\$)	Benchmark price (S\$) <sup>(1)</sup>	Premium of Offer Price over benchmark price (%)	Average daily trading volume <sup>(2)</sup>	Average daily trading volume as a percentage of Free Float <sup>(3)</sup> (%)
<b><u>Prior to and including the Last Trading Day</u></b>						
VWAP of the Shares for the 12-month period up to and including the Last Trading Day	0.250	0.210	0.234	28.21	41,303	0.04
VWAP of the Shares for the 6-month period up to and including the Last Trading Day	0.250	0.210	0.225	33.33	16,064	0.02
VWAP of the Shares for the 3-month period up to and including the Last Trading Day	0.240	0.210	0.219	36.99	13,680	0.01
VWAP of the Shares for the 1-month period up to and including the Last Trading Day	0.230	0.210	0.213	40.85	11,143	0.01
As at the Last Trading Day	0.215	0.210	0.215 <sup>(4)</sup>	39.53	24,700	0.02

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Description	Highest traded price (S\$)	Lowest traded price (S\$)	Benchmark price (S\$) <sup>(1)</sup>	Premium of Offer Price over benchmark price (%)	Average daily trading volume <sup>(2)</sup>	Average daily trading volume as a percentage of Free Float <sup>(3)</sup> (%)
<b><u>After the Offer Announcement Date and up to the Latest Practicable Date</u></b>						
VWAP of the Shares from 11 July 2024 (being the first traded day after the Offer Announcement Date) up to the Latest Practicable Date	0.305	0.295	0.298	0.67	470,041	0.47
As at the Latest Practicable Date	0.300	0.300	0.300 <sup>(4)</sup>	-	2,469,700	2.48

Source: Bloomberg L.P.

**Notes:**

- (1) The VWAPs are rounded to the nearest three (3) decimal places.
- (2) The average daily trading volume of the Shares was computed based on the total volume of the Shares traded on SGX-ST during the relevant periods, divided by the number of days when the SGX-ST was open for trading during the relevant periods.
- (3) Free float refers to the Shares other than those held by the Directors, Substantial Shareholders and their respective associates (as defined in the Listing Manual). For the purpose of computing the average daily trading volume as a percentage of free float, we have used a free float of 99,625,034 Shares or 10.74% of the issued Shares of the Company as at the Latest Practicable Date ("**Free Float**").
- (4) The benchmark price represents the closing price of the Shares as at the Last Trading Day and Latest Practicable Date.

From the table above, we note the following:

**Period prior to and including the Last Trading Day**

- (a) the Offer Price represents premia of approximately 28.21%, 33.33%, 36.99% and 40.85% over the respective VWAPs of the Shares for the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day;
- (b) the Offer Price represents a premium of approximately 39.53% over the closing price of the Shares on the Last Trading Day;
- (c) the Offer Price is higher than the highest traded prices during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price is higher than the highest traded price as at the Last Trading Day;
- (d) the Shares were not actively traded during the Reference Period. The average daily trading volume of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day were in the range of 0.01% to 0.04% of the Free Float; and
- (e) as at the Last Trading Day, the average daily trading volume of the Shares represented 0.02% of the Free Float.

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### Period after the Offer Announcement Date and up to the Latest Practicable Date

- (a) the Offer Price represents a premium of approximately 0.67% over the VWAP of the Shares for the period from 11 July 2024 (being the first traded day after the Offer Announcement Date) up to the Latest Practicable Date;
- (b) the Offer Price represents a discount of approximately 1.64% to the highest traded price of the Shares of S\$0.305 for the period from 11 July 2024 (being the first traded day after the Offer Announcement Date) up to the Latest Practicable Date;
- (c) the Offer Price is equivalent to the closing price of the Shares as at the Latest Practicable Date;
- (d) the average daily traded volume of the Shares represents 0.47% of the Free Float for the period from 11 July 2024, being the first traded day after the Offer Announcement Date and up to the Latest Practicable Date; and
- (e) the average daily traded volume of the Shares represents 2.48% of the Free Float as at the Latest Practicable Date.

Based on the above observations, we note that the trading activity and the closing price of the Shares subsequent to the Offer Announcement Date and up to the Latest Practicable Date is likely supported by the Offer Price. We wish to highlight that the above analysis on the historical trading performance of the Shares serves only as an illustrative guide. **There is no assurance that the market price and trading volume of the Shares will be maintained at the level prevailing as at the Latest Practicable Date after the close or lapse of the Offer. Shareholders are advised that the past trading performance of the Shares should not, in any way, be relied upon as an indication or promise of its future trading performance.**

## 8.2 Historical financial performance and position of the Group

A summary of the consolidated statements of comprehensive income, statements of financial position and statements of cash flows of the Group for financial years (“FY”) ended 31 August 2021, 31 August 2022 and 31 August 2023, and the six-month periods ended 28 February 2023 (“HY2023”) and 29 February 2024 (“HY2024”) (collectively, the “**Period Under Review**”) is set out below. The following summary financial information should be read in conjunction with the Company’s annual reports for FY2021, FY2022 and FY2023, and the Company’s financial results announcement for HY2024, including the notes and commentaries thereto.

### 8.2.1 Historical financial performance of the Group

We set out below a summary of the financial performance of the Group for the Period Under Review:

	FY2021	FY2022	FY2023	HY2023	HY2024
	(Audited)	(Audited)	(Audited)	(Unaudited)	(Unaudited)
(S\$'000)					
Revenue	36,584	43,115	41,906	14,833	13,296
Gross profit	17,534	23,715	26,145	7,174	7,027
<i>Gross profit margin</i>	47.93%	55.00%	62.39%	48.37%	52.85%
Net profit for the financial year/period	9,824	14,196	19,656	9,209	4,349
<i>Net profit margin</i>	26.85%	32.93%	46.90%	62.08%	32.71%

Source: The Company’s annual reports for FY2021, FY2022 and FY2023 and the Company’s financial results announcement for HY2024 released on SGXNet.

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### FY2022 vs FY2021

The Group's total revenue increased by S\$6.53 million or 17.85% from S\$36.58 million in FY2021 to S\$43.11 million in FY2022.

- Revenue from retailing of apparel business increased by S\$0.57 million or 37.75%, from S\$1.51 million in FY2021 to S\$2.08 million in FY2022. This segment witnessed increased sales in Malaysia as the segment's First Lady outlet was fully operational during the festive season of Hari Raya after two years of COVID-19 restrictions.
- Revenue from retail of gold and jewellery business increased marginally by S\$0.02 million, from S\$23.19 million in FY2021 to S\$23.21 million in FY2022, due to generally favourable retail market conditions.
- Rental revenue from the property investment segment decreased by S\$0.34 million to S\$4.31 million in FY2022 from S\$4.65 million in FY2021, due to the loss of rental income following the sale of 4 investment properties since FY2021 as well as lower rentals received on some lease renewals.
- The investing in financial instruments segment recorded a significant increase in revenue of S\$6.28 million, from S\$7.23 million in FY2021 to S\$13.51 million in FY2022. This was because the Group had started investing substantially in quoted equity securities classified as financial assets since FY2021 and had received dividends on the same.

In line with the increase in revenue, gross profit increased by S\$6.18 million or 35.25%, from S\$17.53 million in FY2021 to S\$23.71 million in FY2022.

Overall, the Group reported net profit for the financial year of S\$14.20 million for FY2022, representing a 44.50% increase as compared to the net profit of S\$9.82 million for FY2021.

### FY2023 vs FY2022

The Group's total revenue decreased by S\$1.21 million or 2.80%, from S\$43.12 million in FY2022 to S\$41.91 million in FY2023.

- Revenue from retailing of apparel business decreased by S\$0.16 million or 7.66%, from S\$2.09 million in FY2022 to S\$1.93 million in FY2023. Revenue from this segment witnessed increased sales in Malaysia due to better sales in festive period of Hari Raya in FY2023 as compared to FY2022. However, the increase was offset by losses generated from the operations in Singapore, as the Singapore outlet was shut post Hari Raya, and there was a significant reduction in sales prices to clear out existing stock.
- Revenue from retailing of gold and jewellery business decreased by S\$4.27 million, from S\$23.21 million in FY2022 to S\$18.94 million in FY2023, due to reduced demand owing to higher retail prices of gold and generally weaker market conditions.
- Revenue generated from the property investment segment decreased by S\$1.56 million to S\$2.75 million in FY2023, from S\$4.31 million in FY2022. The decrease in revenue was due to a reduction in rental revenue following the sale of 9 investment properties since FY2022 as well as lower rentals received on some lease renewals.
- The investing in financial instruments segment recorded a significant increase in revenue of \$4.78 million, from S\$13.51 million in FY2022 to S\$18.29 million in FY2023. This increase was primarily attributed to a higher level of dividends received from quoted securities, as the Group increased its investments in these securities.

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Despite the decrease in revenue, the Group's gross profit increased by 10.25%, from S\$23.72 million in FY2022 to S\$26.15 million in FY2023. Further, the Group's net profit increased by 38.46% from S\$14.20 million in FY2022 to S\$19.66 million in FY2023. Such increase was attributed to the higher contribution from the investing in financial instruments segment, which recorded profit before interest, tax and unallocated expenses of S\$18.87 million in FY2023.

### HY2024 vs HY2023

The Group's total revenue decreased by S\$1.53 million or 10.36%, from S\$14.83 million in HY2023 to S\$13.30 million in HY2024.

- Revenue from the retailing of apparel business decreased by S\$0.17 million or 27.42%, from S\$0.62 million in HY2023 to S\$0.45 million in HY2024. The decrease in revenue was due to the shutdown of retail outlet operations in Singapore since June 2023.
- Revenue from the retailing of gold and jewellery business decreased by S\$0.77 million or 8.29%, from S\$9.29 million in HY2023 to S\$8.52 million in HY2024, due to generally weaker retail market conditions.
- Rental revenue generated from the property investment segment decreased by S\$0.40 million, from S\$1.54 million in HY2023 to S\$1.14 million in HY2024. During HY2024, rental income decreased primarily due to the loss of rental income following the sale of 2 investment properties since the end of FY2023.
- There was a decrease of S\$0.19 million in revenue from the investing in financial instruments segment, attributed to lower dividend received in HY2024 as compared to HY2023.

In line with the decrease in revenue, the Group recorded a slight decrease of 2.04% in gross profit, from S\$7.17 million in HY2023 to S\$7.03 million in HY2024.

Further, the Group recorded a 52.77% decrease in net profit from S\$9.21 million in HY2023 to S\$4.35 million in HY2024. The decrease was primarily attributed to lower other income of S\$1.46 million recorded during the HY2024, as compared to S\$6.50 million recorded during HY2023. During HY2023, the Group recorded a S\$4.33 million gain on the disposal of 7 investment properties, as compared to a S\$1.46 million gain on the disposal of 2 investment properties in HY2024. Further, during HY2023, the Group recorded an unrealised foreign exchange gain of S\$2.60 million, as compared to unrealised foreign exchange loss of S\$0.38 million in HY2024, arising from gains and losses from the Group's short-term borrowings denominated in foreign currencies.

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### 8.2.2 Historical financial position of the Group

We set out below a summary of the financial position of the Group as at 31 August 2023 and 29 February 2024:

(S\$'000)	As at 31 August 2023	As at 29 February 2024
	(Audited)	(Unaudited)
Current assets	41,391	32,159
Non-current assets	336,609	325,256
<b>Total assets<sup>(1)</sup></b>	<b>378,000</b>	<b>357,415</b>
Current liabilities	94,507	76,558
Non-current liabilities	208	1,045
<b>Total liabilities</b>	<b>94,715</b>	<b>77,603</b>
<b>Net assets</b>	<b>283,285</b>	<b>279,812</b>
Share capital	174,707	174,707
Retained profits	127,521	126,106
Other reserves	(18,943)	(21,001)
<b>Total equity</b>	<b>283,285</b>	<b>279,812</b>
Number of issues Shares	927,795,798	927,795,798
Net assets per Share (in S\$)	0.31	0.30

Source: The Company's annual report for FY2023 and the Company's financial results announcement for HY2024 released on SGXNet.

*Note:*

(1) Total assets of the Group as at 31 August 2023 and 29 February 2024 comprised:

(S\$'000)	As at 31 August 2023 (Audited)	29 February 2024 (Unaudited)
<b><u>Current assets</u></b>		
Cash and bank balances	273	448
Financial assets, at FVPL	18,642	14,876
Trade and other receivables	532	146
Inventories	15,796	16,272
Other current assets	90	344
Income tax receivables	68	73
	<b>35,401</b>	<b>32,159</b>
Property held-for-sale	5,990	-
	<b>41,391</b>	<b>32,159</b>
<b><u>Non-current assets</u></b>		
Financial assets, at FVOCI	250,662	238,799
Property, plant and equipment	23,906	23,371
Investment properties	62,010	62,010
Right-of-use assets	-	1,045
Deferred tax assets	31	31
	<b>336,609</b>	<b>325,256</b>
<b>Total assets</b>	<b>378,000</b>	<b>357,415</b>

As at 29 February 2024, the Group recorded total assets of S\$357.42 million, comprising non-current assets of S\$325.26 million (amounting to 91.00% of total assets) and current assets of S\$32.16 million (amounting to 9.00% of total assets).

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As at 29 February 2024, the Group recorded total liabilities of S\$77.60 million, comprising non-current liabilities of S\$1.04 million (amounting to 1.35% of total liabilities) and current liabilities of S\$76.56 million (amounting to 98.65% of total liabilities).

The Group recorded negative working capital of S\$44.40 million, with a current ratio of 0.42 time, and a net assets position of S\$279.81 million as at 29 February 2024.

### 8.2.3 Summarised historical statement of cash flows

(\$'000)	FY2023	HY2023	HY2024
	(Audited)	(Unaudited)	(Unaudited)
Net cash provided by operating activities	14,117	1,532	1,429
Net cash provided by investing activities	12,920	40,185	21,208
Net cash used in financing activities	(27,909)	(42,370)	(22,462)
<b>Net increase / (decrease) in cash and bank balances</b>	<b>(871)</b>	<b>(653)</b>	<b>175</b>
<b>Cash and bank balances at end of financial year/ period</b>	<b>273</b>	<b>492</b>	<b>448</b>

*Source: The Company's annual report for FY2023, and the Company's financial results announcement for HY2024 released on SGXNet.*

Net cash provided by operating activities of S\$1.43 million for HY2024 arose mainly from the cash flows from operating activities before changes in working capital of S\$4.79 million, partially offset by outflow of working capital of S\$1.64 million, and interest and income tax payment of S\$1.50 million and S\$0.23 million, respectively.

Net cash provided by investing activities of S\$21.21 million for HY2024 was mainly attributed to proceeds from the disposal of (i) financial assets, classified at fair value through other comprehensive income ("FVOCI") of S\$14.30 million, (ii) financial assets, classified at fair value through profit or loss ("FVPL") of S\$4.29 million, and (iii) investment properties of S\$7.45 million, respectively, which were partially offset by the (i) purchase of financial assets at FVOCI of S\$4.70 million, and (ii) purchase of financial assets at FVPL of S\$0.13 million, respectively.

Net cash used in financing activities of S\$22.46 million for HY2024 were mainly attributed to repayment of bank borrowings of S\$32.40 million and dividends paid to equity holders of the Company of S\$5.10 million, which were partially offset by proceeds from bank borrowings of S\$15.10 million.

The Group's cash and cash equivalents stood at S\$0.45 million as at 29 February 2024, taking into account an increase in cash and cash equivalents of S\$0.18 million since the beginning of HY2024.

### 8.3 The Group's NAV and Adjusted NAV

The NAV of the Group as at 29 February 2024 was S\$279.81 million, representing a NAV per Share of approximately S\$0.302 based on the issued share capital of 927,795,798 Shares as at the Latest Practicable Date. The Offer Price of S\$0.30 represents a discount of approximately 0.66% to the NAV per Share of S\$0.302 as at 29 February 2024.

Based on the latest unaudited financial statements of the Group for HY2024, we note that the Group's current and non-current assets primarily comprised financial assets at FVOCI, financial assets at FVPL, investment properties and property, plant and equipment. A summary of the Group's current and non-current assets is set out in the above Section 8.2.2 of this IFA Letter.



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### 8.3.1 Revaluation of the properties of the Group

In connection with the Offer, the Company has commissioned the Valuers to undertake the Independent Valuations on the Investment Properties and PPE Properties (as defined herein) of the Group as at the valuation date of 31 May 2024. For further information, please refer to the details of the Valuation Reports as set out in Section 11 of Appendix II to the Circular.

The Independent Valuations are prepared on the basis of “Market Value”, defined by the International Valuation Standards and SISV Valuation Standards and Standards and Practice Guidelines as “the estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

We recommend the Independent Directors to advise Shareholders to read the Valuation Reports carefully, in particular, the terms of reference, key assumptions and critical factors. Copies of the Valuation Reports are available for inspection at the registered address of the Company at 60 Paya Lebar Road, #07-20 Paya Lebar Square, Singapore 409051 during normal business hours until the Closing Date.

Based on the carrying amount or book values (as the case may be) of the Investment Properties and PPE Properties as at 29 February 2024 and the respective market values as at 31 May 2024 based on the Valuation Reports, the revaluation deficit in respect of the Investment Properties and PPE Properties are as follows:

Properties	Valuer / Valuation methodologies <sup>(1)</sup>	Carrying amount / book value as at 29 Feb 2024 <sup>(2)</sup> (S\$'000)	Market value based on the Valuation Reports (S\$'000)	Revaluation surplus / (deficit) <sup>(3)</sup> (S\$'000)
<b>Investment Properties</b> (as detailed in Section 8.4.1 of this IFA Letter)	Colliers / Comparison method and income approach	<b>62,010</b> (aggregate)	<b>61,510</b> (aggregate)	<b>(500)</b> (aggregate)
<b>PPE Property(ies),</b> comprising:				
(i) 810 Geylang Road, #02-105/106/107/108 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	4,510	4,510	-
(ii) 60 Paya Lebar Road, #07-20 Paya Lebar Square, Singapore 409051	Colliers / Comparison method	2,931	2,820	(111)
(iii) No. 165, 167 and 169, Jalan Tunku Abdul Rahman, 50100 Kuala Lumpur, Malaysia <sup>(4)</sup>	SRGSB / Comparison with recent transactions <sup>(4)</sup>	15,476 <sup>(5)</sup>	12,920 <sup>(5)</sup>	(2,556)
<b>Total PPE Properties</b>		<b>22,917</b>	<b>20,250</b>	<b>(2,667)</b>
<b>Total net revaluation deficit in respect of the Investment Properties and PPE Properties</b>				<b>(3,167)</b>

Source: Valuation Reports and Management

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Notes:

- (1) The valuation methodologies adopted by the Valuers are as follows:

**Comparison method**

In a market or direct comparison method, recent transactions of similar properties are analysed and adjustments made to reflect the difference between the subject plot and the comparables in terms of location, size, age, tenure and market condition to determine the market value.

**Income approach**

Under the capitalisation, income or investment method, the current net income is capitalized at an appropriate market yield to establish the property's current market value. The current net income is computed from the gross market rental estimated based on market rental rates less outgoings that would be incurred in the management and maintenance of the property as well as other expenses including insurance, taxes and other losses of income such as vacancies. Appropriate capital adjustments are then made to reflect the specific cash flow profile and general characteristics of the property, to arrive at the market value.

- (2) The carrying amount / book value as at 29 February 2024 is equivalent to the carrying amount / book value as at 31 August 2023, as there was no valuation undertaken on the Investment Properties and PPE Properties in HY2024.
- (3) The deficit is calculated as the difference between the market value of the Investment Properties and PPE Properties in their existing state as at 31 May 2024 and appraised by the respective Valuers, and their corresponding carrying amount or book value (as the case may be) as at 29 February 2024. The Management does not expect any potential tax liability arising from such revaluation deficit, as (i) any revaluation gain or loss on investment properties are not taxable/not deductible for income tax purposes, and (ii) the PPE Properties are for the Group's own use and not intended for sale, and the Management expects the likelihood of such potential tax liability crystallising to be minimal. Further, while the Group may recognize deferred tax asset arising from the revaluation of the PPE Properties, such amount is not expected to be material to the NAV of the Group.
- (4) SRGSB, the Valuer in respect of the subject property, had undertaken this valuation without any inspection of the subject property. SRGSB had conducted a general survey on the recent transactions of comparable properties within the same vicinity and locality of the subject property.
- (5) The book values of the property are valued in Ringgit Malaysia ("RM") and translated into S\$ based on the exchange rate of RM1.00 : S\$0.2823 as at 29 February 2024 and RM1.00 : S\$0.2871 as at 31 May 2024.

### 8.3.2 Adjusted values of the financial assets of the Group

As at 29 February 2024, the financial assets of the Group comprised the following:

	Carrying value as at 29 Feb 2024 (S\$'000)
<b><u>Current assets</u></b>	
Listed equity securities in Singapore, Hong Kong and Australia	14,876
<b><u>Non-current assets</u></b>	
Listed equity securities in Singapore, Hong Kong and Australia	230,306
Unquoted equity investments	8,493
	<b>238,799</b>
<b>Total</b>	<b>253,675</b>

For the purposes of our evaluation of the Adjusted NAV of the Group, we had considered the:

- (i) aggregate market value of the listed equity securities as at the Latest Practicable Date of S\$245.22 million, based on the market value of the Group's securities portfolio provided by the Management (and which have been compiled based on the portfolio statements provided by the stock brokerages, to the Management);

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- (ii) value of the unquoted equity investments as at 31 March 2024 of S\$8.70 million, based on the latest available statement of capital provided by the Management (which have been provided by the fund manager, to the Management) (“**Statement of Capital**”); and
- (iii) the disposals of listed equity securities between 1 March 2024 and the Latest Practicable Date, and the net loss of S\$0.71 million over the book values of these equity securities arising from such disposals.

Based on the above, we noted there will be a net revaluation deficit of S\$0.46 million in respect of the carrying value of the financial assets of the Group as at 29 February 2024.

In assessing the revaluation deficit, we have also considered whether there are any potential tax liabilities which may impact the NAV of the Group, especially if the portfolio of equity securities were liquidated. The Management has confirmed that there would not be any potential tax liabilities in the event of a hypothetical sale of the portfolio of equity securities (excluding those held for investment trading) as the equity securities (excluding those held for investment trading) are held for long-term capital appreciation and therefore any gains would be capital in nature.

In respect of the equity securities held for investment trading, the Management confirmed that any potential tax liabilities arising from the hypothetical sale of such equity securities are expected to be immaterial relative to the NAV of the Group. As such, we have disregarded the impact of any potential tax liabilities in respect of such financial assets, when computing the Adjusted NAV of the Group.

### 8.3.3 Adjustments for material post balance sheet events - reversal of gain on disposal

The following material post balance sheet event will result in adjustments to the NAV of the Group:

- On 30 November 2023, the Company completed the disposal of an investment property and recognised a gain on disposal of S\$1.24 million, which has been reflected in the Company’s unaudited financial statements for HY2024. Management has confirmed that as the disposal was a sale and leaseback transaction, with a lease period of 5 years from 30 November 2023 to 29 November 2028, the gain on disposal of S\$1.24 million will be reversed from the Group’s audited financial statements for the financial year ending 31 August 2024. We have therefore taken into consideration the reversal of such gain on disposal in arriving at the Adjusted NAV of the Group.

### 8.3.4 Adjusted NAV of the Group

Based on the above, we set out below the adjustments which are made to the NAV of the Group to determine the Adjusted NAV:

Estimated Adjusted NAV of the Group	(S\$'000)
The Group’s unaudited NAV as at 29 February 2024	279,812
Add: Revaluation deficit in respect of the Investment Properties and PPE Properties	(3,167)
Add: Net revaluation deficit in respect of the financial assets of the Group	(461)
Add: Reversal of gain on disposal of investment property (as detailed under Section 8.3.3 of this IFA Letter)	(1,240)
<b>Adjusted NAV of the Group</b>	<b>274,944</b>
No. of Shares outstanding as at the Latest Practicable Date	927,795,798
Adjusted NAV per Share (S\$)	0.296
Premium of the Offer Price to the Adjusted NAV per Share (%)	1.35%
<b>Price-to-Adjusted NAV (“P/Adjusted NAV”) ratio as implied by the Offer Price (times)</b>	<b>1.01</b>

Source: Valuation Reports, Statement of Capital and Management

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Shareholders should note that the above analysis on the Adjusted NAV provides an estimate of the value of the Group assuming the hypothetical sales of the Group's assets as at the Latest Practicable Date. Such a hypothetical scenario is assumed to be made without considering factors such as, *inter alia*, time value of money, market conditions, professional fees, liquidation costs, contractual limitations and obligations, any other regulatory requirements and availability of potential buyers, which may in theory, alter the Adjusted NAV that can be realised. Shareholders should be aware that the Group has not realised any loss or gain as set out in the adjustments to the NAV as at the Latest Practicable Date. There is no assurance that the actual loss or gain (if any) eventually recorded by the Group will be the same as that derived from the assessments made in this IFA Letter, which were based on, *inter alia*, the current market value, Independent Valuations and the Management's estimates of the relevant assets.

In our assessment of the financial terms of the Offer, we have also considered whether there are any other assets which should be valued at an amount that is materially different from that which was recorded in the statement of financial position of the Group as at 29 February 2024 and whether there are any factors which have not been otherwise disclosed in the financial statements of the Group that are likely to impact the NAV of the Group as at 29 February 2024.

Save as disclosed in this IFA Letter, the Circular and the unaudited financial statements of the Group as at 29 February 2024, the Directors and Management have confirmed to us that, to the best of their knowledge and belief, as at the Latest Practicable Date:

- (i) there are no material events that have or will likely have a material impact to the financial position of the Group since 29 February 2024;
- (ii) there are no other contingent liabilities, unrecorded earnings or expenses, or bad or doubtful debts or material events which are likely to have a material impact on the NAV of the Group as at the Latest Practicable Date;
- (iii) there is no litigation, claim or proceeding pending or threatened against the Company and any of its subsidiaries or of any fact likely to give rise to any proceeding which might materially and adversely affect the financial position of the Group taken as a whole as at 29 February 2024;
- (iv) save for the disposals of listed equity securities as set out in Section 8.3.2 of this IFA Letter and the disposal of New Chance (as defined herein) as set out in Section 8.4.1 of this IFA Letter, there are no material acquisitions or disposals of assets by the Group between 29 February 2024 and the Latest Practicable Date, and the Group does not have any plans for such impending material acquisition or disposal of assets, conversion of the use of its material assets or material changes in the nature of the Group's business; and
- (v) there are no material changes to the accounting policies and methods of computation which may materially affect the NAV of the Group as at 29 February 2024.

### 8.4 Sum-of-parts valuation of the Group

As set out in Section 5 of this IFA Letter, the Group has four business segments comprising (a) property investment, (b) retailing of apparel, (c) retail of gold and jewellery, and (d) investing in financial instruments.

As the businesses of the Group are diverse and distinct, no one valuation methodology can be applied singly to adequately assess the valuation of the Group. Hence, we have taken the following valuation approaches for the different business divisions to arrive at a sum-of-parts valuation of the Group:

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Business segment	Description	Valuation methodology used
Property investment	Rental income generated from investment properties held by the Group	NAV of this segment as at 29 February 2024, and adjusting for the Independent Valuation of the Investment Properties held by the Group.
Retailing of apparel	Retail of ready-made garments in Malaysia. During the trailing 12-month period ended 29 February 2024 (“T12M”), this segment reported net losses and negative earnings before interest, taxation, depreciation and amortisation (“EBITDA”).	In view that this segment is loss-making with negative T12M EBITDA, earnings-based valuation metrics such as price-to-earnings ratio (“PER”) and enterprise value (“EV”)/ EBITDA would not be applicable. As such, we have adopted the NAV of this segment as at 29 February 2024, and adjusting for the Independent Valuation of the PPE Property held by this segment.
Retail of gold and jewellery	Sale of gold and jewellery in Singapore	PER based on the T12M PER of comparable listed companies which are engaged in similar gold and jewellery retailing businesses as the Group.
Investing in financial instruments	Holding and trading of quoted and unquoted bonds and equity securities	NAV of this segment as at 29 February 2024, and adjusting for the marked-to-market value of the financial instruments held as at the Latest Practicable Date and Statement of Capital as at 31 March 2024.

The breakdown of the NAV of the business segments as at 29 February 2024 is as follows:

(S\$'000)	Property investment	Retailing of apparel	Retail of gold and jewellery	Investing in financial instruments	Total
NAV	61,480	16,418	20,003	181,911	<b>279,812</b>

Source: Management

### 8.4.1 Property investment segment

The Group’s revenue for its property investment segment is primarily rental income generated from the Investment Properties. As at the Latest Practicable Date, the Group’s Investment Properties comprise shop units held in Singapore, and its PPE Properties comprise shop units, land and building in Singapore and Malaysia. The Group’s PPE Properties are for the Group’s internal use and do not generate rental revenue for this segment.

Accordingly, for purposes of estimating the fair value of this segment, we have assessed the market value of only the Investment Properties as ascribed by the Valuer as at 31 May 2024. The details of the Investment Properties are set out below:

Investment Properties	Valuer / Valuation methodologies <sup>(1)</sup>	Carrying amount / book value as at 29 Feb 2024 <sup>(2)</sup> (S\$'000)	Market value as at 31 May 2024 based on the Valuation Reports (S\$'000)	Revaluation surplus / (deficit) <sup>(3)</sup> (S\$'000)
810 Geylang Road #01-43 and #01-44 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	2,000	2,000	-
810 Geylang Road #01-45/46 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	4,060	4,060	-

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<b>Investment Properties</b>	<b>Valuer / Valuation methodologies<sup>(1)</sup></b>	<b>Carrying amount / book value as at 29 Feb 2024<sup>(2)</sup> (\$'000)</b>	<b>Market value as at 31 May 2024 based on the Valuation Reports (\$'000)</b>	<b>Revaluation surplus / (deficit)<sup>(3)</sup> (\$'000)</b>
810 Geylang Road #01-60/61 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	4,840	4,840	-
810 Geylang Road #02-49 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	1,920	1,920	-
810 Geylang Road #02-50 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	1,810	1,810	-
810 Geylang Road #02-51 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	2,190	2,190	-
810 Geylang Road #02-86 City Plaza, Singapore 409286	Colliers / Comparison method and income approach	1,810	1,810	-
111 North Bridge Road #01-28/28A Peninsula Plaza, Singapore 179098	Colliers / Comparison method and income approach	8,000	8,000	-
14 Scotts Road #02-40 Far East Plaza, Singapore 228213	Colliers / Comparison method and income approach	2,400	2,400	-
14 Scotts Road #02-42 Far East Plaza, Singapore 228213	Colliers / Comparison method and income approach	2,700	2,700	-
1 Rochor Canal Road #05-53 and #05-54 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	3,590	3,590	-
1 Rochor Canal Road #05-61 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,590	1,590	-
1 Rochor Canal Road #05-73 and #05-74 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	3,920	3,920	-
1 Rochor Canal Road #05-72 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,940	1,940	-

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<b>Investment Properties</b>	<b>Valuer / Valuation methodologies<sup>(1)</sup></b>	<b>Carrying amount / book value as at 29 Feb 2024<sup>(2)</sup> (S\$'000)</b>	<b>Market value as at 31 May 2024 based on the Valuation Reports (S\$'000)</b>	<b>Revaluation surplus / (deficit)<sup>(3)</sup> (S\$'000)</b>
1 Rochor Canal Road #05-36 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,050	1,050	-
1 Rochor Canal Road #05-62 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,910	1,910	-
1 Rochor Canal Road #05-63 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,940	1,940	-
1 Rochor Canal Road #05-64 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,900	1,900	-
1 Rochor Canal Road #05-65 Sim Lim Square, Singapore 188504	Colliers / Comparison method and income approach	1,940	1,940	-
Blk 710A Ang Mo Kio Avenue 8 #01-2625, Singapore 561710 <sup>(4)</sup>	Colliers / Comparison method and income approach	10,500	10,000	(500)
<b>Total Investment Properties</b>		<b>62,010</b>	<b>61,510</b>	<b>(500)</b>

Source: Valuation Reports and Management

Notes:

- (1) Further details on the valuation methodologies adopted by the respective Valuers are set out in Section 8.3.1 of this IFA Letter.
- (2) The carrying amount / book value of the Investment Properties as at 29 February 2024 is equivalent to their carrying amount / book value as at 31 August 2023, as there was no valuation undertaken on the Investment properties in HY2024.
- (3) The deficit is calculated as the difference between the market value of the Investment Properties in their existing state as at 31 May 2024 and as appraised by the respective Valuers and their corresponding carrying amount or book value (as the case may be) as at 29 February 2024. The Management does not expect any potential tax liability arising from such revaluation deficit, as any revaluation gain or loss on investment properties are not taxable/not deductible for income tax purposes.
- (4) On 10 May 2024, the Company announced that it has entered into a share sale and purchase agreement with U Property Holdings Pte. Ltd. for the disposal by the Company of 100% of the issued and paid-up capital of New Chance Properties Pte. Ltd. ("**New Chance**"), which is a wholly-owned subsidiary of the Company, for an aggregate consideration of S\$9,500,000. New Chance's sole asset is the real estate property situated at Blk 710A, Ang Mo Kio Avenue 8 #01-2625, Singapore 561710. We understand from the Management that completion of the disposal of New Chance is still pending as at the Latest Practicable Date, and there is no certainty that the disposal will be completed prior to the Closing Date. For the purposes of this IFA Letter, we have assumed that the property held by New Chance will continue to be held as an investment property.

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Further, as set out in Section 8.3.3 of this IFA Letter, the Company expects a reversal of gain on disposal of S\$1.24 million from the Group's audited financial statements for the financial year ending 31 August 2024. We have taken into consideration the reversal of such gain on disposal in arriving at the fair value of the property investment segment.

Based on the above, we have evaluated the fair value of the property investment segment based on the Adjusted NAV attributable to the segment, as detailed below:

	Carrying value (S\$'000)
NAV of the property investment segment at 29 February 2024 <sup>(1)</sup>	61,480
Add: Revaluation deficit from the revaluation of Investment Properties as at 31 May 2024	(500)
Add: Reversal of gain on disposal of investment property	(1,240)
<b>Fair value of the property investment segment</b>	<b>59,740</b>

Source: Valuation Reports and Management

Note:

- (1) Comprises (i) carrying amount/ book value of the Investment Properties; (ii) certain right-of-use assets; (iii) trade receivables and other current assets; (iv) trade payables and other current liabilities; and (v) lease liabilities, which are attributable to the property investment segment.

### 8.4.2 Retailing of apparel segment

The retailing of apparel segment recorded losses after tax of S\$1.03 million for FY2023 and S\$0.06 million for HY2024, and negative EBITDA for both FY2023 and HY2024. Hence, an earnings-based valuation method on this segment is not reasonably possible.

The retailing of apparel segment is primarily operated by:

- (i) the Company's wholly-owned subsidiary, First Lady Apparels (Malaysia) Sdn Bhd ("**First Lady**"), in Malaysia. First Lady is not held by the Company as a marked-to-market investment; and
- (ii) the Company (i.e. Second Chance Properties Limited), in Singapore. As at 29 February 2024, the Company has ceased its retailing of apparel operations in Singapore.

We have adopted the NAV of the retailing of apparel segment of S\$16.42 million as fair representation of the segment's value. We wish to highlight that the assets of the retailing of apparel segment primarily comprise a PPE Property used for the segment's operations with a carrying amount of S\$15.48 million as at 29 February 2024.

Based on the above, we have evaluated the fair value of the retailing of apparel segment based on the Adjusted NAV attributable to the segment, as detailed below:

	Carrying value (S\$'000)
NAV of the retailing of apparel segment at 29 February 2024	16,418
Add: Revaluation deficit from the revaluation of PPE Property located at No. 165, 167 and 169, Jalan Tunku Abdul Rahman, 50100 Kuala Lumpur, Malaysia as at 31 May 2024	(2,556)
<b>Fair value of the retailing of apparel segment</b>	<b>13,862</b>

Source: Valuation Reports and Management



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### 8.4.3 Retail of gold and jewellery segment

The Group's retail of gold and jewellery segment recorded profits after tax of S\$2.27 million for FY2023 and S\$1.44 million for HY2024. We have therefore estimated the valuation of the retail of gold and jewellery segment based on the T12M profit after tax of S\$2.69 million and the T12M PER of comparable companies which are listed on the SGX-ST and Bursa Malaysia Securities Berhad ("**Bursa Malaysia**") engaged in broadly similar businesses of gold and jewellery retailing ("**Comparable Gold and Jewellery Companies**").

We have held discussions with the Management about the suitability and reasonableness of the selected Comparable Gold and Jewellery Companies acting as a basis for the analysis of the PERs to be used in valuing the retail of gold and jewellery segment of the Group. Relevant information has been extracted from Bloomberg L.P. and publicly available information. We make no representations or warranties, expressed or implied, as to the accuracy or completeness of such information. The accounting policies of the Comparable Gold and Jewellery Companies with respect to the values for which the assets or the revenue and cost are recorded may differ from those of the Group.

We wish to highlight that the list of selected Comparable Gold and Jewellery Companies is not exhaustive and it should be noted that there may not be any listed company that is directly comparable with the Group in terms of, *inter alia*, business activities, customer base, size and scale of operations, asset base, inventory mix, geographical markets of activities, track record, financial performance and position, operating and financial leverage, future prospects, liquidity, quality of earnings, accounting policies, risk profile and other relevant criteria. Hence, any comparison made herein is necessarily limited and serves only as an illustrative guide, and any conclusion drawn from the comparison may not necessarily reflect the perceived or implied market valuation (as the case may be) of the segment as at the Latest Practicable Date.

A brief description of the selected Comparable Gold and Jewellery Companies is set out below:

Name of Comparable Gold and Jewellery Company	Business activities
Poh Kong Holdings Berhad (" <b>Poh Kong</b> ")	Poh Kong is an investment holding company listed on Bursa Malaysia. The Company, through its subsidiaries, manufactures and retails jewelry.
Tomei Consolidated Bhd (" <b>Tomei</b> ")	Tomei is an investment holding company listed on Bursa Malaysia. The Company, through its subsidiaries, design and manufactures and retails jewelry, and refines gold and silver.
Valuemax Group Ltd (" <b>Valuemax</b> ")	Valuemax and its subsidiaries provides pawnbroking and secured moneylending services as well as the retail and trading of pre-owned jewellery and gold. Valuemax is listed on the SGX-ST.

Source: Annual reports of the respective Comparable Gold and Jewellery Companies and Bloomberg L.P.

The historical PER of the Comparable Gold and Jewellery Companies are set out below:

Comparable Gold and Jewellery Company	Last financial year end	Market capitalisation <sup>(1)</sup> (S\$'million)	PER <sup>(2)</sup> (times)
Poh Kong	31 July 2023	148.9	5.02
Tomei	31 December 2023	82.6	5.04
Valuemax	31 December 2023	329.5	6.23
<b>High</b>			<b>6.23</b>
<b>Average</b>			<b>5.43</b>
<b>Median</b>			<b>5.04</b>
<b>Low</b>			<b>5.02</b>

Source: Bloomberg L.P., annual reports and latest publicly available financial information on the Comparable Gold and Jewellery Companies as at the Latest Practicable Date

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Notes:

- (1) The market capitalisation for the Comparable Gold and Jewellery Companies was based on the outstanding number of shares and the closing price of the respective companies as at the Latest Practicable Date, or the last closing price if there were no trades on the Latest Practicable Date, as extracted from Bloomberg L.P. For the Comparable Gold and Jewellery Companies listed on Bursa Malaysia, the market capitalisation is reflected in S\$ based on the exchange rate of RM1.00 : S\$0.2950 as at the Latest Practicable Date.
- (2) The PERs of the Comparable Gold and Jewellery Companies were computed based on the latest published full year earnings or T12M earnings attributable to shareholders, where applicable, of the respective companies, available as at the Latest Practicable Date.

Accordingly, the range of fair value of the Company's retail of gold and jewellery segment is estimated as follows:

Valuation parameter	Implied Valuation Range	
	Median	Average
PER (times)	5.04	5.43
<b>Implied fair value of the Company's retail of gold and jewellery segment (S\$'000)</b>	<b>13,537</b>	<b>14,585</b>

#### 8.4.4 Investing in financial instruments segment

The Group generates revenue from its investing in financial instruments segment through (i) the sale and disposal of equity securities, and (ii) dividend or coupon income generated from bonds and equity securities held. As at the Latest Practicable Date, the Group's portfolio of financial instruments comprises listed equity securities in Singapore, Hong Kong and Australia, as well as unquoted investments.

As such, we have estimated the fair value of this segment by assessing the Adjusted NAV after accounting for the (i) market value of the quoted securities held as at the Latest Practicable Date; (ii) value of the unquoted equity investments as at 31 March 2024 (being the date of the latest available Statement of Capital), and (iii) net loss arising from the disposals of listed equity securities between 1 March 2024 and the Latest Practicable Date. Further details of the NAV adjustments for this segment are set out in Section 8.3.2 of this IFA Letter, and is summarised below:

	Carrying value (S\$'000)
NAV of the investing in financial instruments segment as at 29 February 2024	181,911
Add: Revaluation surplus based on the market value of (i) the Group's portfolio of quoted securities as at the Latest Practicable Date; and (ii) the unquoted equity investments held by the Group as at 31 March 2024	249
Add: Net loss arising from the disposals of listed equity securities between 1 March 2024 and the Latest Practicable Date	(710)
<b>Fair value of the investing in financial instruments segment</b>	<b>181,450</b>

Source: Statement of Capital and Management

#### 8.4.5 Other adjustments

We also noted that the Company's assets comprise a PPE Property located at 60 Paya Lebar Road, #07-20 Paya Lebar Square, Singapore 409051, which is used by the Company for its head office operations. The PPE Property has a carrying value of S\$2.93 million as at 29 February 2024.

In order to assess the total estimated fair value of the Group as a whole, we have also taken into consideration the potential revaluation deficit arising from the Independent Valuation of this PPE Property of S\$0.11 million ("Head Office Revaluation Deficit") as set out in Section 8.3.1 of this IFA Letter in our sum-of-parts valuation of the Group, in view that such revaluation deficit is not directly attributed to any particular business segment of the Group.

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### 8.4.6 Sum-of-parts valuation of the Group

Based on the valuation methodologies applied on the various business segments of the Group as described above, the estimated sum-of-parts valuation of the Group is set out below:

Segments	Valuation method	Estimated fair value (S\$'000)	
Property investment	Adjusted NAV	59,740	
Retailing of apparel	Adjusted NAV	13,862	
Retail of gold and jewellery	PER	13,537	14,585
Investing in financial instruments	Adjusted NAV	181,450	
Less: Head Office Revaluation Deficit	Adjusted NAV	(111)	
<b>Total estimated sum-of-parts value of the Group (S\$'000)</b>	<b>Sum-of-parts</b>	<b>268,478</b>	<b>269,526</b>
<b>Estimated sum-of-parts value per Share (S\$)<sup>(1)</sup></b>		<b>0.289</b>	<b>0.291</b>

Note:

(1) Computed based on 927,795,798 issued Shares in the Company as at the Latest Practicable Date.

The Offer Price of S\$0.30 is above the estimated sum-of-parts value per Share range of S\$0.289 to S\$0.291, representing a premium range of between 3.09% to 3.81%.

Shareholders should note that the analysis above is solely for illustration purposes and the sum-of-parts analysis of the Group only provides an estimate of the value of the Group based on a hypothetical scenario, wherein such scenario does not take into consideration factors including, but not limited to, liquidation costs, taxes, time value of money, prevailing market conditions, legal and professional fees, regulatory requirements, contractual limitations and obligations, and the availability of buyers, which may affect the value that can be realised by the Group.

### 8.5 Comparison with recent privatisation transactions of companies listed on the SGX-ST

In assessing the reasonableness of the Offer Price, we have also compared the financial terms of the Offer Price with those of selected successful privatisation transactions with a **fair and reasonable opinion**, involving companies listed on the SGX-ST (excluding real estate investment trusts and business trusts) that were announced and completed, since 1 January 2022 ("**Precedent Privatisation Transactions**"). This analysis serves as a general indication of the relevant premium or discount of the respective offers, without having regard to their specific transaction rationale, offeror's intention, and the commercial and financial merits or other considerations.

We wish to highlight that the Precedent Privatisation Transactions may not be directly comparable to the Group due to differences in, *inter alia*, business activities, scale of operations, types of products, geographical markets, track record, future prospects, asset base, liquidity, market capitalisation, risk profile, customer base and other relevant criteria. In addition, economic conditions have changed and may differ over the aforementioned period, thus affecting, *inter alia*, the economic terms of the relevant offer considerations. Therefore, it should be noted that the comparison made herein serves only as an illustrative guide and the conclusions drawn from such comparisons may not necessarily reflect the perceived or implied market valuation for the Company. Shareholders should also note that the list of Precedent Privatisation Transactions is not exhaustive and information relating to the Precedent Privatisation Transactions was compiled from publicly available information.

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Company Name	Type <sup>(2)</sup>	Announcement date <sup>(1)</sup>	Premium / (Discount) of offer price over/(to) <sup>(1)</sup> :				Offer Price/ NAV or Offer Price/RNAV <sup>(3)</sup> (times)
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	
Boustead Projects Limited	EO	14-Nov-23	23.6	51.1	50.1	45.9	0.63
Healthway Medical Corporation Limited	VD	3-July-23	45.5	45.0	44.1	39.9	1.07
LHN Logistics Limited	VGO	4-June-23	34.9	35.7	39.0	44.3	2.01
Challenger Technologies Limited	VGO	30-May-23	9.1	10.5	11.9	14.3	1.46
Global Palm Resources Holdings Limited	VGO	29-Mar-23	93.8	86.6	70.1	70.1	0.78
G.K. Goh Holdings Limited	VGO	28-Feb-23	38.5	38.8	39.2	37.6	0.97
Global Dragon Limited	VGO	10-Feb-23	14.3	15.4	22.4	17.6	0.73
Chip Eng Seng Corporation Ltd	MGO	24-Nov-22	5.6	13.1	26.5	33.7	0.56
Golden Energy and Resources Limited	VD	9-Nov-22	15.8	23.0	44.6	48.3	4.50
Colex Holdings Limited	SOA	17-Oct-22	25.0	13.9	13.3	0.9	1.62
Asian Healthcare Specialists Limited	VGO	6-Oct-22	17.5	18.3	21.3	22.3	2.07
MS Holdings Limited	VGO	3-Oct-22	16.7	-	25.2	25.5	0.48
Moya Holdings Asia Limited	VD	14-Sep-22	41.5	43.8	48.4	48.4	1.39
Singapore Medical Group Limited	VGO	13-Sep-22	23.1	28.1	28.9	25.8	1.14
Memories Group Ltd	VD	12-Sep-22	34.3	67.3	72.2	74.7	1.02
SP Corporation Limited	SOA	20-Aug-22	169.5	163.7	162.8	156.9	1.00
Hwa Hong Corporation Limited	VGO	17-May-22	36.5	36.1	32.0	22.0	0.79
Excelpoint Technology Ltd	SOA	13-Apr-22	21.4	36.6	31.3	45.9	1.58
Singapore O&G Ltd	VGO	7-Mar-22	18.0	14.8	12.2	11.3	3.55
<b>Maximum</b>			<b>169.5</b>	<b>163.7</b>	<b>162.8</b>	<b>156.9</b>	<b>4.50</b>
<b>Average</b>			<b>36.0</b>	<b>41.2</b>	<b>41.9</b>	<b>41.3</b>	<b>1.44</b>
<b>Median</b>			<b>23.6</b>	<b>35.9</b>	<b>32.0</b>	<b>37.6</b>	<b>1.07</b>
<b>Minimum</b>			<b>5.6</b>	<b>10.5</b>	<b>11.9</b>	<b>0.9</b>	<b>0.48</b>
The Company – Implied by the Offer Price and Adjusted NAV	VGO	10-July-2024	39.5	40.8	37.0	33.3	1.01

Source: SGX-ST announcements and circulars to shareholders in relation to the Precedent Privatisation Transactions

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Notes:

- (1) *Date of announcement and computation of premium/(discount) of offer price over the last transacted price and VWAPs is based on the date of the first announcement, including holding announcements of offers and are extracted from the relevant offer announcements and independent financial adviser's letter set out in the respective circulars of the companies.*
- (2) *EO – Exit Offer; MGO – Mandatory General Offer; VD – Voluntary Delisting; VGO – Voluntary General Offer; and SOA – Scheme of Arrangement.*
- (3) *Based on the NAV per share or adjusted RNAV per share, where available, as published in the independent financial adviser's letter.*

Based on the above, we note the following:

- (a) the premium of 39.5% implied by the Offer Price over the last transacted price of the Shares on the Last Trading Day is within the range of premia, and above the median and average premia, of the Precedent Privatisation Transactions;
- (b) the premia of 40.8%, 37.0% and 33.3% implied by the Offer Price over the 1-month, 3-month and 6-month VWAPs of the Shares prior to and including the Last Trading Day are within the range of the Precedent Privatisation Transactions; and
- (c) the P/Adjusted NAV as implied by the Offer Price of 1.01 times, is within the range, but below the average and median Offer Price/NAV or Offer Price/RNAV of the Precedent Privatisation Transactions.

### 8.6 Dividend track record of the Company

We set out below the information on the dividend per Share declared and paid by the Company for FY2021, FY2022, FY2023 and HY2024:

Dividends declared	FY2021	FY2022	FY2023	HY2024 <sup>(3)</sup>
Total dividends per Share (S\$)	0.055 <sup>(4)</sup>	0.01	0.0055	N.A.
Average share price <sup>(1)</sup> (S\$)	0.246	0.256	0.234	N.A.
Dividend yield <sup>(2)</sup>	22.36%	3.91%	2.35%	N.A.

Source: Bloomberg L.P. and Company's announcements on SGXNet

Notes:

- (1) *Based on the daily closing prices of the Shares for the respective financial years over the number of days in which trades in the Company's Shares were recorded.*
- (2) *Computed based on dividend per Share divided by the average Share price.*
- (3) *No dividend has been declared or recommended for HY2024, as the Management has decided to declare dividends at the end of the financial year based on the Company's full year results announcement.*
- (4) *Includes a special dividend of S\$0.05 declared by the Company for the FY2021.*

We note that the Company had paid dividends of varying amounts to Shareholders during the Period Under Review, and that dividend yield had decreased over the Period Under Review. The average dividend per Share over FY2021, FY2022 and FY2023 was approximately S\$0.0235.

We wish to highlight that the above analysis of the Company's dividend track record only serves as an illustrative guide and is not an indication of the Company's future dividend pay-out. **There is no assurance that the Company will continue with such or any dividends pay-outs in the future.**

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### 8.7 Other relevant considerations relating to the Offer

#### 8.7.1 Outlook of the Group

We note the following statement on the significant trends and competitive conditions of the industry in which the Group operates, as disclosed in the Company's announcement on the unaudited condensed interim financial statements for HY2024 on 27 March 2024:

*"The next 12 months remain challenging as the macroeconomic conditions remain uncertain. A total of S\$18.30 million from the Group's investment portfolio has been divested in the first half of FY2024, with ongoing orderly share disposals as we comply with SGX listing rule 1020 and downsize our investment portfolio.*

*Our remaining First Lady outlet in Kuala Lumpur continues to face headwinds amid heightened competition. The performance of the financial instruments sector will continue to be influenced by market forces, interest rates, and government stimulus. The gold business will generally depend on the state of the gold market. In line with the group's current strategy, we will continue to look for opportunities to dispose of our remaining investment properties."*

#### 8.7.2 No alternative offer and the Irrevocable Undertakings

As at the Latest Practicable Date, apart from the Offer Price proposed by the Offeror, there are no competing offers or an enhancement or revision of the Offer Price. Further, the Offeror has indicated in the Offer Document that the Offer Price is final and the Offeror does not intend to revise the Offer Price.

We also noted that the Undertaking Shareholders who collectively hold an aggregate interest in 789,222,821 Shares representing approximately 85.06% of the total number of issued Shares, have unconditionally and irrevocably undertaken to the Offeror to tender, or procure the tender of all (and not some only) of his/her respective Shares and any Shares which he/she may acquire on or after the date of the Irrevocable Undertakings, in full acceptance of the Offer. Save for the Irrevocable Undertakings, as at the Latest Practicable Date, the Offeror has not received undertakings from any other party to accept or reject the Offer.

We noted that as at the Latest Practicable Date, the Shares held by the Undertaking Shareholders were transferred to the Offeror pursuant to their acceptance of the Offer. As at Latest Practicable Date, 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 822,177,183 Shares, representing approximately 88.62% of the total number of issued Shares.

#### 8.7.3 Listing status and compulsory acquisition

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 1967 of Singapore, 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. Please refer to Section 8 of the Circular for further details on the listing status requirement and the right of compulsory acquisition.

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As announced by the Company on 6 August 2024, 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. Accordingly, the Company no longer meets the free float requirement pursuant to Rule 723 of the Listing Manual, and the SGX-ST will suspend the trading of the Shares only at the close of the Offer.

### 8.7.4 Offeror's intentions

The Offeror intends for the Company to continue to develop and grow the existing businesses of the Group. The Offeror and the Company will continue to review, from time to time, the operations of the Group as well as the Company's strategic options. The Offeror retains and reserves the right and flexibility at any time and from time to time to further consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the best interests of the Offeror and/or the Company.

## 9. OUR OPINION

In arriving at our opinion in relation to the Offer, we have considered the views and representations made by the Directors and Management and reviewed and deliberated on the factors which we consider to be relevant and to have a significant bearing on our assessment of the terms of the Offer. We have carefully considered factors which we deem essential and balanced them before reaching our opinion. Accordingly, it is important that our IFA Letter, in particular, all the considerations and information which we have taken into account, be read in its entirety.

We wish to highlight some key considerations in arriving at our opinion:

- (i) the Offer Price represents premia of approximately 28.21%, 33.33%, 36.99% and 40.85% over the respective VWAPs of the Shares for the last 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price represents a premium of approximately 39.53% over the closing price of the Shares on the Last Trading Day;
- (ii) the Offer Price is higher than the highest traded prices during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price is higher than the highest traded price as at the Last Trading Day;
- (iii) the Offer Price represents a premium of approximately 0.67% over the VWAP of the Shares for the period from 11 July 2024 (being the first traded day after the Offer Announcement Date) up to the Latest Practicable Date;
- (iv) the Offer Price is equivalent to the closing price of the Shares as at the Latest Practicable Date;
- (v) the Shares were not actively traded during the Reference Period. The average daily trading volume of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day were in the range of 0.01% to 0.04% of the Free Float. The average daily traded volume of the Shares represents 2.48% of the Free Float as at the Latest Practicable Date;
- (vi) the Offer Price represents a discount of approximately 0.66% to the NAV per Share as at 29 February 2024. However, the Offer Price represents a premium of 1.35% to the Adjusted NAV per Share;
- (vii) the Offer Price is above the estimated sum-of-parts value per Share of S\$0.289 to S\$0.291, representing a premium range of between 3.09% to 3.81%;

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- (viii) the premium of 39.5% implied by the Offer Price over the last transacted price of the Shares on the Last Trading Day is within the range of premia, and above the median and average premia, of the Precedent Privatisation Transactions;
- (ix) the premia of 40.8%, 37.0% and 33.3% implied by the Offer Price over the 1-month, 3-month and 6-month VWAPs of the Shares prior to and including the Last Trading Day are within the range of the Precedent Privatisation Transactions;
- (x) the P/Adjusted NAV as implied by the Offer Price of 1.01 times, is within the range, but below the average and median Offer Price/NAV or Offer Price/RNAV of the Precedent Privatisation Transactions;
- (xi) the Offeror's intention to delist the Company and make the Company its wholly-owned subsidiary, as well as the free float of the Company's issued Shares as at 6 August 2024 falling below the 10% threshold as required under Rule 723 of the Listing Manual, upon which the SGX-ST will suspend the trading of the Shares at the close of the Offer;
- (xii) the Irrevocable Undertakings by the Undertaking Shareholders, who collectively hold an aggregate interest in 789,222,821 Shares representing approximately 85.06% of the total number of issued Shares, in full acceptance of the Offer. Further, as at the Latest Practicable Date, 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 822,177,183 Shares, representing approximately 88.62% of the total number of issued Shares; and
- (xiii) the decreasing dividend yield over the Period Under Review.

**Having considered carefully the information available to us as at the Latest Practicable Date, and based on our analyses, we are of the opinion that the terms of the Offer are on balance, fair and reasonable.** Accordingly, we advise the Independent Directors to recommend Shareholders to **ACCEPT** the Offer.

In arriving at our opinion, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or particular needs and constraints of any individual Shareholder. As different Shareholders would have different investment profiles and objectives, we recommend that any Shareholder who may require specific advice in relation to his/her investment objectives or portfolio should consult his/her legal, financial, tax or other professional adviser immediately.

We wish to emphasise that the Directors have not provided us with any financial projections or forecasts in respect of the Company or the Group and we have, *inter alia*, relied on the relevant statements contained in the Offer Document, Circular, this IFA Letter, confirmations, advice and representations by the Directors, the Management and/or their professional advisers (where applicable), and the Company's announcements in relation to the Offer. In addition, Directors should note that we have arrived at our recommendation based on information made available to us prior to and including the Latest Practicable Date. We assume no responsibility to update, review or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date, unless otherwise stated.

We would like to highlight that we do not express any opinion on the rationale for, as well as the legal and commercial risks and/or merits (if any) of the Offer, which remains the sole responsibility of the Directors. It is also not within our terms of reference to provide an opinion on the relative merits of the Offer *vis-à-vis* any alternative transactions previously considered by the Company or transactions that the Company may consider in the future.



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**APPENDIX I - LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS IN  
RESPECT OF THE OFFER**

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We have prepared this IFA Letter for the use by the Independent Directors in connection with their consideration of the Offer, but any recommendations made by the Independent Directors in respect of the Offer shall remain their sole responsibility. Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for the purposes (other than for the consideration of the Offer) at any time and in any manner without the prior written consent of ZICO Capital.

This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully  
For and on behalf of  
**ZICO Capital Pte. Ltd.**

Alex Tan  
Chief Executive Officer

Karen Soh  
Managing Director

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## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

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### 1. DIRECTORS

The names, addresses and descriptions of the Directors of the Company as at the Latest Practicable Date are as set out below:

Name	Address	Designation
MSM	c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051	Founder and Chief Executive Officer
Hasan	c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051	Deputy Chief Executive Officer
Mr. Devnarayanan s/o Kallankarai Ram Pisharody	c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051	Executive Director
Dr. Ahmad Bin Mohamed Magad	c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051	Independent Non- executive Chairman
Ms. Geetha Padmanabhan	c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051	Independent Non- executive Director
Mr. Tan Lye Heng Paul	c/o 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051	Independent Non- executive Director

### 2. REGISTERED OFFICE

The registered office of the Company is at 60 Paya Lebar Road, #07-20 Paya Lebar Square Singapore 409051.

### 3. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

The Company is a company incorporated in Singapore on 7 July 1981, and was listed on the SESDAQ on 24 January 1997 and transferred to the Mainboard of the SGX-ST on 2 March 2004. The Group is principally engaged in four (4) core businesses of property investment, retailing of apparel, retailing of gold jewellery and investing in financial instruments.

### 4. SHARE CAPITAL

#### 4.1. Issued Share Capital

As at the Latest Practicable Date, the Company has a total issued and paid-up share capital of approximately S\$174,706,943.36 comprising 927,795,798 Shares. The issued Shares are listed and quoted on the Mainboard of the SGX-ST.

As at the Latest Practicable Date, there are no Shares held in treasury or subsidiary holdings in the Company.

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## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

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### 4.2. Capital, Dividends and Voting

The rights of Shareholders in respect of capital, dividends and voting are contained in the Constitution. The provisions in the Constitution relating to the rights of Shareholders in respect of capital, dividends and voting are set out in Appendix III to this Circular. Capitalised terms and expressions not defined in the extracts have the meanings ascribed to them in the Constitution.

### 4.3. Number of Shares issued since the end of the last financial year

As at the Latest Practicable Date, there has been no issue of new Shares by the Company since 31 August 2023, being the end of the last financial year.

### 4.4. Convertible Instruments

As at the Latest Practicable Date, the Company has no outstanding instruments convertible into, rights to subscribe for, securities being offered for or which carry voting rights affecting shares in the Company.

## 5. SUMMARY OF FINANCIAL INFORMATION

### 5.1. Financial Information of the Group

Please refer to Appendix IV to this Circular for further financial information in relation to the Group.

### 5.2. Significant accounting policies

The summary of significant accounting policies of the Group is disclosed in Note 2 of the audited consolidated financial statements of the Group for FY2023 as set out in the Group's annual report for FY2023.

Save as disclosed in this Circular and save for information on the Group which is publicly available (including, without limitation, the audited financial statements of the Group for FY2021, FY2022 and FY2023), there are no significant accounting policies or any point from the notes of the accounts of the Group which are of major relevance for the interpretation of the accounts.

### 5.3. Changes in accounting policies

Save as disclosed in this Circular and in publicly available information of the Group, as at the Latest Practicable Date, there was no change in the accounting policies of the Group which will cause the figures disclosed in this Circular not to be comparable to a material extent.

### 5.4. Material changes in financial position

As at the Latest Practicable Date, save as disclosed in this Circular and save for information on the Group which is publicly available and announcements released by the Company on the SGXNet (including, without limitation, (a) the audited financial statements of the Group for FY2021, FY2022 and FY2023; (b) and the unaudited consolidated financial information for HY2024) there has not been, to the best knowledge of the Company, any material change in the financial position or prospects of the Company since 31 August 2023, being the date of the last balance sheet of the Company laid before the Shareholders in a general meeting.

## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

### 6. DISCLOSURE OF INTERESTS AND DEALINGS

#### 6.1. Interest of the Company in Offeror Securities

As at the Latest Practicable Date, neither the Company nor its subsidiaries have any direct or deemed interest in the Offeror Securities.

#### 6.2. Dealings in Offeror Securities by the Company

As at the Latest Practicable Date, neither the Company nor its subsidiaries have dealt for value in the Offeror Securities during the period commencing three (3) months prior to the Offer Announcement Date, and ending on the Latest Practicable Date.

#### 6.3. Interests of the Directors in Company Securities

Save as disclosed below, none of the Directors has any direct or deemed interest in the Company Securities as at the Latest Practicable Date:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
<b>Directors</b>						
MSM	–	–	822,177,183 <sup>(2)</sup>	88.62 <sup>(2)</sup>	822,177,183 <sup>(2)</sup>	88.62 <sup>(2)</sup>
Hasan	–	–	–	–	–	–
Devnarayanan s/o Kallankarai Ram Pisharody	4,407,435	0.48	–	–	4,407,435	0.48
Geetha Padmanabhan	–	–	1,040,052	0.11	1,040,052	0.11
Ahmad Bin Mohamed Magad	517,045	0.05	–	–	517,045	0.05
Tan Lye Heng Paul	29,049	0.003	–	–	29,049	0.003

**Notes:**

- (1) Based on the total issued and paid-up share capital of the Company of 927,795,798 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) MSM is the sole shareholder of the shares in the Offeror and accordingly, pursuant to Section 4(5) of the SFA, has a deemed interest in the Shares which the Offeror has received valid acceptances for (including such valid acceptances as may be received pursuant to the Irrevocable Undertakings) and the Shares acquired by the Offeror through on-market purchases.

On 31 July 2024, the Shares held by MSM were transferred to the Offeror pursuant to his acceptance of the Offer in furtherance of his Irrevocable Undertakings. On the same date, Hasan has informed the Company that he has accepted the Offer in respect of all the Shares held by him. As a result, each of MSM and Hasan no longer have any direct interests in the Company Securities following the transfer of their respective Shares to the Offeror. Please refer to the relevant Form 1 announcements issued by the Company on the SGXNET on 1 August 2024 and 2 August 2024 (“**Form 1 Announcements**”) for more details. The table below sets out their direct and deemed interests in the Company Securities as disclosed in their respective Form 1 Announcements:

## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
<b>Directors</b>						
MSM	–	–	808,828,888	87.18	808,828,888	87.18
Hasan	–	–	–	–	–	–

**Notes:**

- (1) Based on the total issued and paid-up share capital of the Company of 927,795,798 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) MSM is the sole shareholder of the shares in the Offeror and accordingly, pursuant to Section 4(5) of the SFA, has a deemed interest in the Shares which the Offeror has received valid acceptances for (including such valid acceptances as may be received pursuant to the Irrevocable Undertakings) and the Shares acquired by the Offeror through on-market purchases. As at 6.00 p.m. (Singapore time) on 31 July 2024, based on information available to the Offeror, the Offeror has received valid acceptances amounting to 806,600,488 Shares, representing approximately 86.94% of the total number of issued Shares, and the Offeror has acquired on the SGX-ST an aggregate of 2,228,400 Shares, representing approximately 0.24% of the total number of issued Shares, the Offeror and parties acting or presumed to be acting in concert with it have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

#### 6.4. Dealings in Company Securities by the Directors

None of the Directors has dealt for value in the Company Securities during the period commencing three (3) months prior to the Offer Announcement Date, and ending on the Latest Practicable Date.

#### 6.5. Interests of the Directors in Offeror Securities

Save for MSM's interest in the shares of the Offeror, none of the Directors has any direct or deemed interest in the Offeror Securities as at the Latest Practicable Date.

#### 6.6. Dealings in Offeror Securities by the Directors

None of the Directors has dealt for value in the Offeror Securities during the period commencing three (3) months prior to the Offer Announcement Date, and ending on the Latest Practicable Date.

#### 6.7. Company Securities owned or controlled by the IFA

As at the Latest Practicable Date, none of the IFA, its related corporations nor funds whose investments are managed by it and/ or its related corporations on a discretionary basis owns or controls any Company Securities.

#### 6.8. Dealing in Company Securities by the IFA

During the period commencing three (3) months prior to the Offer Announcement Date, and ending on the Latest Practicable Date, none of the IFA, its related corporations or funds whose investments are managed by it and/ or its related corporations on a discretionary basis has dealt for value in the Company Securities.

#### 6.9. Directors' Intentions in respect of their Offer Shares

The Directors who are also Shareholders have indicated their intention in respect of voting and/or accepting or declining the Offer in respect of their respective holdings of Shares as at the Latest Practicable Date, as follows:

- (a) as set out in Section 7 of the Offer Document, MSM has entered into the Irrevocable Undertaking in respect of his (i) direct interest in 650,951,628 Shares (representing approximately 70.16% of the total number of Shares); and (ii) deemed interest in 7,996,459 Shares jointly held by his spouse (Mdm. Sapiyah Abu Bakar) and his daughter (Nadia) in a joint account (representing approximately 0.86% of the total number of Shares), collectively representing approximately 71.02% of the total number of Shares, pursuant to which he has unconditionally and irrevocably undertaken to the Offeror to tender, or procure the tender of all (and not some only) of his/ her respective Shares and any Shares which he/she may acquire on or after the date of the Irrevocable Undertakings in full acceptance of the Offer;

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## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

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- (b) Hasan has informed the Company that he has accepted the Offer in respect of all the Shares held by him;
- (c) Mr. Devnarayanan s/o Kallankarai Ram Pisharody has informed the Company that he intends to accept the Offer in respect of all the Shares held by him;
- (d) Ms. Geetha Padmanabhan has informed the Company that she intends to accept the Offer in respect of all the Shares held by her;
- (e) Dr. Ahmad Bin Mohamed Magad has informed the Company that he intends to accept the Offer in respect of all the Shares held by him; and
- (f) Mr. Tan Lye Heng Paul has informed the Company that he intends to accept the Offer in respect of all the Shares held by him.

### 7. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date:

- (a) there are no service contracts between any of the Directors or proposed directors and the Company or its subsidiaries which have more than 12 months to run and which are not terminable by the employing company within the next 12 months without paying any compensation; and
- (b) there are no such service contracts between any of the Directors or proposed directors and the Company or its subsidiaries entered into or amended during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

### 8. ARRANGEMENTS AFFECTING DIRECTORS

As at the Latest Practicable Date:

- (a) it is not proposed that any payment or other benefit shall be made or given to any Director, or any director of any other corporation which is, by virtue of Section 6 of the Companies Act, deemed to be related to the Company, as compensation for loss of office or otherwise in connection with the Offer;
- (b) save for the Irrevocable Undertaking given by MSM, there are no agreements or arrangements made between any Director and any other person in connection with or conditional upon the outcome of the Offer; and
- (c) save for the Irrevocable Undertaking given by MSM, none of the Directors has any material personal interest, whether direct or indirect, in any material contract entered into by the Offeror.

For completeness, the CIMB Facility whereby all the Shares acquired by the Offeror pursuant to the Offer or otherwise will be charged in favour of CIMB for the Offeror's obligations under the financing arrangements, has been disclosed by the Offeror as an agreement, arrangement or understanding between (a) the Offeror or any parties acting or presumed to be acting in concert with the Offeror; and (b) any of the current or recent Directors of the Company or any of the current or recent Shareholders of the Company having any connection with or dependence upon the Offer. In this regard, MSM is a director and sole shareholder of the Offeror, as described under Section 3 of this Circular.

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## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

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### 9. MATERIAL CONTRACTS WITH INTERESTED PERSONS

As at the Latest Practicable Date, save as disclosed in any information on the Group which is publicly available (including without limitation the announcements, financial statements and annual reports released by the Company on SGXNET), neither the Company nor any of its subsidiaries has entered into material contracts (other than those entered into in the ordinary course of business) with interested persons during the period commencing three (3) years before the Offer Announcement Date and ending on the Latest Practicable Date.

### 10. MATERIAL LITIGATION

As at the Latest Practicable Date, save as disclosed in publicly available information on the Group, the Directors are not aware of any material litigation, claims or proceedings pending or threatened against, or made by, the Company or any of its subsidiaries or any facts likely to give rise to any such litigation, claims or proceedings which might materially and adversely affect the financial position of the Group, taken as a whole.

### 11. VALUATION REPORTS

The Company has commissioned the Valuers to conduct independent valuations of the Subject Properties. Based on the Valuation Reports, the market value of the Subject Properties as at 31 May 2024 are as follows:

Subject Property	Market Value based on the Valuation Reports (\$)
(1) 810 Geylang Road #01-43/44 City Plaza	2,000,000
(2) 810 Geylang Road #01-45/46 City Plaza	4,060,000
(3) 810 Geylang Road #01-60/61 City Plaza	4,840,000
(4) 810 Geylang Road #02-49 City Plaza	1,920,000
(5) 810 Geylang Road #02-50 City Plaza	1,810,000
(6) 810 Geylang Road #02-51 City Plaza	2,190,000
(7) 810 Geylang Road #02-86 City Plaza	1,810,000
(8) 810 Geylang Road #02-105 to 108 City Plaza	4,510,000
(9) 111 North Bridge Road #01-28/28A Peninsula Plaza	8,000,000
(10) 14 Scotts Road #02-40 Far East Plaza	2,400,000
(11) 14 Scotts Road #02-42 Far East Plaza	2,700,000
(12) Blk 710A Ang Mo Kio Ave 8 #01-2625	10,000,000
(13) 1 Rochor Canal Road #05-53/54 Sim Lim Square	3,590,000
(14) 1 Rochor Canal Road #05-61 Sim Lim Square	1,590,000
(15) 1 Rochor Canal Road #05-73/74 Sim Lim Square	3,920,000
(16) 1 Rochor Canal Road #05-72 Sim Lim Square	1,940,000

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## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

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(17)	1 Rochor Canal Road #05-36 Sim Lim Square	1,050,000
(18)	1 Rochor Canal Road #05-62 Sim Lim Square	1,910,000
(19)	1 Rochor Canal Road #05-63 Sim Lim Square	1,940,000
(20)	1 Rochor Canal Road #05-64 Sim Lim Square	1,900,000
(21)	1 Rochor Canal Road #05-65 Sim Lim Square	1,940,000
(22)	60 Paya Lebar Road #07-20 Paya Lebar Square	2,820,000
(23)	No. 165, 167 and 169 Jalan Tunku Abdul Rahman, 50100 Kuala Lumpur, Malaysia	12,919,500 <sup>(1)</sup>

**Note:**

- (1) The book values of the property are valued in Ringgit Malaysia (“RM”) and translated into S\$ based on the exchange rate of RM1.00 : S\$0.2871 as at 31 May 2024.

Copies of the Valuation Reports issued by the Valuers are available for inspection at the registered address of the Company at 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051 during normal business hours until the Closing Date.

Under Rule 26.3 of the Code, the Company is required, *inter alia*, to make an assessment of any potential tax liabilities which would arise if the Subject Properties, which are the subject of a valuation given in connection with the Offer, were to be sold at the amount of the valuation.

Based on information provided to the Company by the Valuers, in a hypothetical scenario where the Subject Properties are sold on an “as is” basis, the Company expects that there would not be any potential tax liabilities as any gains would be capital in nature.

## 12. GENERAL

### 12.1. Costs and Expenses

All expenses and costs incurred by the Company in relation to the Offer will be borne by the Company.

### 12.2. Consent of the IFA

ZICO Capital, named as the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name in this Circular, the IFA Letter set out in Appendix I to this Circular and all references thereto in the form and context in which they appear in this Circular.

### 12.3. Consent of the Valuers

Each of the Valuers has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and the Valuation Reports in the form and context in which they appear in this Circular.



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## APPENDIX II - ADDITIONAL GENERAL INFORMATION ON THE COMPANY

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### 12.4. Consent of the Legal Advisers to the Company

Icon Law LLC (member of the ZICO Law Network), named as the legal advisers to the Company, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name in this Circular and all references thereto in the form and context in which they appear in this Circular.

### 12.5 Consent of the Share Registrar

Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) named as the Share Registrar to the Company, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name in this Circular and all references thereto in the form and context in which they appear in this Circular.

### 13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 60 Paya Lebar Road #07-20 Paya Lebar Square Singapore 409051 during normal business hours for the period during which the Offer remains open for acceptances:

- (a) the Constitution of the Company;
- (b) the annual reports of the Group for FY2021, FY2022 and FY2023;
- (c) the unaudited consolidated financial statements of the Group for HY2024 as announced on SGXNET on 27 March 2024;
- (d) the IFA Letter;
- (e) the Valuation Reports; and
- (f) the letters of consent as referred to in paragraph 12 of this Appendix II.

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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The provisions in the Constitution relating to the rights of Shareholders in respect of capital, dividends and voting have been reproduced below. Please see the definitions in the Constitution for terms used in the extracts below.

*All capitalised terms used in the following extracts shall have the same meanings given to them in the Constitution of the Company, a copy of which is available for inspection during normal business hours at the registered office of the Company for the period during which the Offer remains open for acceptance.*

### (A) RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL

#### SHARES

6. Subject to the Act, no shares may be issued by the Directors Without prior sanction of an Ordinary Resolution of the Company in Meeting but subject thereto and to Article 27, and to any special rights attached to any shares for the time being issued the Directors may issue and allot shares or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges, qualifications, conditions or other restrictions, whether in regard to dividend, return of capital, redemption or otherwise, as the Directors may determine, provided always that:-
- Issue of shares
- (a) the total nominal value of issued preference shares shall not exceed the total nominal value of issued ordinary shares at any time;
  - (b) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;
  - (c) where the capital of the company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable;
  - (d) no shares shall be issued at a discount, except in accordance with the Act; and
  - (e) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly may be to the number of shares of such class then held by them and the second sentence of Article 27(1) with such adaptations as are necessary shall apply.
7. Subject to this Constitution, the company has power to issue:-
- Power to issue shares
- (1) different classes of shares;
  - (2) share for which no consideration is payable to the Company; and
  - (3) further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued.

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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|-----|---|---|
| 8.  | <p>If at any time the share capital is divided into different classes, the repayment of preference capital other than redeemable preference capital, and the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated, subject to the provisions of the Act, whether or not the Company is being wound up, with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class concerned and to every such Special Resolution the Act shall, with such adaptations as are necessary, apply. To every such separate General Meeting the provisions of this Constitution relating to General Meetings of the Company, or to the proceedings thereat, shall <i>mutatis mutandis</i> apply; but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the General Meeting shall be as valid and effectual as a Special Resolution carried at the General Meeting.</p> | Variation of rights                                     |
| 9.  | <p>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution as are in force at the time of such issue, be deemed to be varied by the creation or issue of further shares ranking equally therewith.</p>  | Creation or issue of further shares with special rights |
| 10. | <p>Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any shares by the allottee in favour of some person.</p>   | Renunciation of allotment                               |
| 11. | <p>The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same are issued or an amount equal to 10 per cent. of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue pay such brokerage as may be lawful.</p>  | Power to pay commission or brokerage                    |
| 12. | <p>If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.</p>   | Power to change interest to capital                     |
| 13. | <p>No person shall be recognised by the Company as having title to a fractional part of a share other than as the sole or a joint holder of the entirety of such share.</p>   | No fractional part of a share                           |
| 14. | <p>If the issue price of any Shares is payable by instalments, in whole or in part amount, as a condition of allotment of such share, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this Article shall not affect the liability of any allottee who may have agreed to pay the same.</p>  | Payment of instalments                                  |

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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### SHARE CERTIFICATE

19. Every certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signatures of at least two (2) Directors, or by one (1) Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, and shall specially the number and class of shares to which it relates, and whether such shares are fully or partly paid up and the amounts (if any) unpaid thereon. The facsimile signatures may be reproduced by mechanical or other means, provided the method or system of reproducing signatures has first been approved by the Auditors of the Company. Issue of certificates
- 20(1). Shares must be allotted and certificates despatched within 10 Market Days of the final closing date of any application to subscribe for a new issue of shares unless the Exchange shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming the number of shares held under their Securities Accounts, Persons entered in the Register of Members as registered holders of shares shall be entitled to certificates within 10 Market Days after lodgement of any transfer. Every registered shareholder shall be entitled to receive share certificates in reasonable denominations for his holding and where a charge is made for certificates, such charge shall not exceed S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchanges). Issue of certificates
- 20(2). Where a Member transfers part only of the shares comprised in a certificate or where a Member requires the Company to cancel any certificate or certificates and issue new certificate for the purpose of sub-dividing his holding in a different manner (i) the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof; and (ii) the Member shall pay a fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchanges) for each such new certificate as the Directors may determine. Where the Member is a Depositor the delivery by the Company to the Depository of provisional allotments or shares certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.
- 20(3). The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificates (or stock certificate, as the case may be) unclaimed after a period of six (6) years from the date of issue of such share certificate for stock certificates, as the case may be) may be forfeited and if so shall be dealt with in accordance with this Constitution, *mutatis mutandis*.

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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- 21(1). Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (it required) being given by the shareholder, transferee, person entitled, purchaser, Member firm or Member company of the Exchange or on behalf of its or their client or clients as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery of the old certificates; and in any case on payment of such sum not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange) as the Directors may from time to time requires. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificates is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.
- 21(2). When any shares under the powers in this Constitution herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

### INCREASE OF SHARE CAPITAL

25. The Company in General Meeting may from time to time by Ordinary Resolution, whether all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully paid up or not, increase its capital by the creation and issue of new shares of such amount as may be deemed expedient. Power to increase capital
26. Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine; subject to the provisions of this Constitution and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise. On what conditions new shares may be issued
- 27(1). Subject to any direction to the contrary that may be given by the Company in General Meeting, all new shares shall before issue be offered to the Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot in the opinion of the Directors, be conveniently offered under this Article. Exemption to pre-emption requirement

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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- 27(2). Notwithstanding Article 27(1) above but subject to the Act and the byelaws and listing rules of the Exchange, the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution to:-
- (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or make or grant Instruments; and
  - (ii) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force.
- 27(3). Provided that the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed any applicable limits prescribed by the Exchange.
- 27(4). Notwithstanding Article 27(1) above but subject to the Act, the Directors shall not be required to offer any new shares to Members to whom by reason of foreign securities laws such offers may not be made without registration of the shares or a prospectus or other document but may sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.
28. Except so far as otherwise provided by the conditions of issue or by this Constitution, any capital raised by the creation of new shares shall be considered part of the original ordinary capital of the Company and shall be subject to the provisions herein contained with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

### ALTERATION OF SHARE CAPITAL

29. The Company may by Ordinary Resolution, subject to the provisions of this Constitution and the Act:-
- (i) consolidate and divide all or any of its share capital; Power to consolidate shares
  - (ii) cancel any shares which, at the date of the passing of the Resolution, have not been taken, or agreed to be taken, by any person, or which have been forfeited, and diminish the amount of its share capital by the number of shares so cancelled; Power to cancel shares
  - (iii) convert its share capital or any class of shares from one currency to another currency; and/or Power to convert currency
  - (iv) sub-divide its shares, or any of them, provided always that in such sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one (1) or more shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has the power to attach to new shares. Power to sub-divide shares

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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| 30. | The Company may by Special Resolution convert one (1) class of shares into another class of shares.   | Conversion of shares    |
| 31. | The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or share premium account in any manner permitted and subject to any incident authorized, and consent required by law. | Power to reduce capital |

### CALLS ON SHARES

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| 32(1). | The Directors may from time to time make such calls as they think fit upon the Members in respect of any money unpaid on their shares, subject to and in accordance with the terms of issue of such shares. A call may be revoked or postponed as the Directors may determine.  | Calls                                       |
| 32(2). | Each Member shall, subject to receiving at least 14 clear days' notice specifying the time and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares.  | Notice of calls                             |
| 33.    | A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be made payable by instalments.   | Time when call made                         |
| 34.    | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payments.  |   |
| 35.    | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum due from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 per cent. per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.  | Interest on calls                           |
| 36.    | Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue and allotment of a share becomes payable upon allotment or at any fixed date, shall for the purpose of this Constitution be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.  | Sum due on allotment to be treated as calls |
| 37.    | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate not exceeding, without the sanction of the Company in General Meeting, 10 per cent. per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits, and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide. | Payment in advance of calls                 |

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### FORFEITURE AND LIEN

38. If any Member fails to pay in full any call or instalment of a call on or before the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued by reason of such non-payment. Notice requiring payment of calls
39. The notice shall name a further day not being less than seven (7) days from the date of service of the notice on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited. Form of notice.
40. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The forfeiture or surrender of a share shall involve the extinction, at the time of forfeiture or surrender, of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except those rights and liabilities expressly saved by this Constitution or in the case of past Members, given or imposed by the Act. The Directors may accept a surrender of any share liable to be forfeited hereunder. Forfeiture on non-compliance with notice
41. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission (as the case may be) and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or in the Depository Register (as the case may be) opposite to the share; but the provisions of this Constitution are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Surrender in lieu of forfeiture
42. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before a forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.
43. A share so forfeited or surrendered shall become the property of the Company and may be sold, reallocated or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, reallocation or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may effect the transfer of a forfeited or surrendered share to any such person as aforesaid or authorize some person to do so. Sale of shares forfeited or surrendered



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44. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all monies which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender. Rights and liabilities of members whose shares have been forfeited or surrendered
45. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such calls or instalments are due and unpaid and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. Company's lien
46. No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).
47. The Directors may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless any sum in respect of which the lien exists is presently payable, nor until the expiration of seven (7) days after notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default shall have been served on such Member or the person entitled by transmission to the shares. Sale of shares subject to lien
48. The net proceeds of sale, whether of a share forfeited by the Company or of a share which was surrendered or of a share over which the Company has a lien, after payment of the costs of such sale, shall be applied in or towards satisfaction of the unpaid call, accrued interest and expenses, and any residue shall be paid to such Member or to his executors, administrators or assigns or as he may direct. Application of proceeds of such sale
49. A statutory declaration in writing that the declarant is a Director of the Company and that the shares have been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt by the Company of the consideration (if any) given for the share on the sale, reallocation or disposal thereof, together with the certificate of the share under Seal delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share. The person to whom the share is sold, reallocated or disposed of shall be entered in the Register of Members as the holder of the share or (as the case may be) in the Depository Register in respect of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture, surrender, sale, reallocation or disposal of the share. Title to shares forfeited, surrendered or sold to satisfy a lien

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### TRANSFER OF SHARES

50. Subject to this Constitution, any Member may transfer all or any of his shares but to be acceptable for registration, every instrument of transfer of the legal title in shares must be in writing and in the form for the time being approved by the Directors and the Exchange. Shares of different classes shall not be comprised in the same instrument of transfer. The Company shall accept for registration transfers in the form approved by the Exchange. Form of transfer
51. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee and be witnessed, and the transferor shall be deemed to remain the holder of the share concerned until the name of the transferee is entered in the Register of Members in respect thereof. The Depository or its nominee (as the case may be) shall not be required as transferee to sign any form of transfer for the transfer of shares to it. Execution
52. No share shall in any circumstances be transferred to an infant, bankrupt, or person who is mentally disordered and incapable of managing himself or his affairs. Persons under disability
- 53(1). Subject to this Constitution, the Act or as required by the Exchange, there shall be no restriction on the transfer of fully paid-up shares but the Directors may, in their discretion, decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve. Requirements relating to transfer
- 53(2). If the Directors decline to register any such transfer of shares, they shall within 30 days or such shorter period as may be prescribed from time to time by the Exchange, serve a notice in writing to the transferor and transferee stating the facts which are considered to justify the refusal as required by the Act.
- 53(3). The Directors may decline to register any instrument of transfer unless:-
- (i) such fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange) as the Directors may from time to time require, is paid to the Company in respect thereof;
  - (ii) the instrument of transfer duly stamped in accordance with any law for the time being in force relating to stamp duty is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
  - (iii) the instrument of transfer is in respect of only one (1) class of shares.
- 54(1). All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Directors decline to register shall (except in the case of fraud) be returned to the person depositing the same.

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- 54(2). Subject to any legal requirements to the contrary, the Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six (6) years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six (6) years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six (6) years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other documents so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, PROVIDED THAT:-
- (i) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
  - (ii) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this Constitution; and
  - (iii) references herein to the destruction of any document include references to the disposal thereof in any manner.
55. Neither the Company nor the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner, and in every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognized as the holder of such shares and the previous holder shall so far as the Company is concerned be deemed to have transferred his whole title thereto. Indemnity against wrongful transfer

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### TRANSMISSION OF SHARES

- 56(1). In the case of the death of a registered shareholder, the survivor or survivors, where the deceased was a joint holder, and the legal representatives of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein shall release the estate of a deceased registered shareholder (whether sole or joint) from any liability in respect of any share held by him. Transmission on death
- 56(2). In the case of the death of a Depositor, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole or only surviving holder and where such legal representatives are entered in the Depository Register in respect of any shares of the deceased, shall be the only persons recognised by the Company as having any title to his interests in the share; but nothing herein shall release the estate of a deceased Depositor (whether sole or joint) from any liability in respect of any share held by him.
- 57(1). Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member, or by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of legal title as the Directors shall require, be registered himself as holder of the share or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the share. Persons becoming entitled on death or bankruptcy of Member may be registered
- 57(2). All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice of transfer were a transfer executed by such Member.
- 57(3). The Directors shall have, in respect of a transfer so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.
58. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other monies payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at General Meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall become registered as a shareholder or have his name entered in the Depository Register as a Depositor in respect of the share, PROVIDED ALWAYS THAT the Directors may at any time give notice requiring any such person to elect whether to be registered or named in the Depository Register himself or to transfer the share, and if the notice is not complied with within 90 days, the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the share until the requirements of the notice have been complied with. Rights of unregistered executors and trustees

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59. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require or prescribe. Fees for registration of probate, etc

### STOCK

60. The Company may by Ordinary Resolution convert any or all of its paid up shares into stock and may from time to time, in like manner, re-convert any stock into paid up shares of any denomination. Power to convert into stock
61. The holders of stock may transfer the same or any part thereof in the same manner, and subject to this Constitution as and subject to which the shares from which the stock arose might, prior to conversion, have been transferred or as near thereto as circumstances admit, but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose. Transfer of stock
62. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by any such aliquot part of the stock which would not, if existing in shares, have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Rights of shareholders
63. All provisions of this Constitution that are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" or similar expressions herein shall include "stock" or "stockholder". Interpretation

### CAPITALISATION OF PROFITS AND RESERVES

144. The Directors may, with the sanction of an Ordinary Resolution of the Company (including, without limitation, an Ordinary Resolution of the Company passed pursuant to Article 27(2)) resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts (including share premium account and any capital redemption reserve funds) or any sum standing to the credit of the profit and loss account or otherwise available for distribution; provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the sum resolved to be capitalised be appropriated to the Members holding shares in the Company in the proportions in which such sum would have been divisible among them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum such shares or debentures to be allotted and distributed and credited as fully paid up to and among such Members in the proportion aforesaid or partly in one way and partly in the other, provided that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid shares.

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Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient and in particular they may fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any Members on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors.

When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

145. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation with full power to the Directors to make such provision for the satisfaction of the rights of the holders of such shares in the Register of Members or in the Depository Register as the case may be and as they think fit for any fractional entitlements which would arise including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned. The Directors may authorise any person to enter, on behalf of all the Members interested, into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

### (B) RIGHTS OF SHAREHOLDERS IN RESPECT OF DIVIDENDS

#### DIVIDENDS AND RESERVES

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| 130. | The Directors may by Ordinary Resolution declare dividends but (without prejudice to the Powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by Directors.  | Payment of dividends     |
| 131. | Subject to the rights of holders of shares with special rights as to dividend (if any), all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amount paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. | Appointment of dividends |

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| 132. | Notwithstanding Article 131, if, and so far as in the opinion of the Directors, the profits of the Company justify such payments, the Directors may pay fixed preferential dividends on any express class of shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they may think fit.   | Payment of interim dividends                          |
| 133. | If the Company issues shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account called the "Share Premium Account", and any amount for the time being standing to the credit of such account shall not be applied in the payment of any cash dividend.  |   |
| 134. | No dividend or other monies payable on or in respect of a share shall bear interest against the Company.  | Dividends not to bear interest                        |
| 135. | The Directors may deduct from any dividend or other monies payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.  | Deduction of debts due to Company                     |
| 136. | The Directors may retain any dividends or other monies payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.   | Retention of dividends on shares subject to lien      |
| 137. | The Directors may retain the dividends payable on shares in respect of which any person is under this Constitution as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person under this Constitution is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.   | Retention of dividends on shares pending transmission |
| 138. | The payment by the Directors of any unclaimed dividends or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. For the avoidance of doubt, no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends, howsoever and whatsoever. | Unclaimed dividends.                                  |

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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139. The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one (1) or more of such ways, and the Directors shall give effect to such Resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Payment of dividends in specie
140. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer. Effect of transfer
- 141(1). Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply: Scrip dividend scheme
- (i) The basis of any such allotment shall be determined by the Directors;
  - (ii) The Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid; and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things as the Directors consider necessary or expedient in connection with the provisions of this Article;
  - (iii) The right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion;
  - (iv) The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect of which the share election has been duly exercised (the "elected ordinary shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose



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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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(notwithstanding the provisions of Article 145), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine such sum as may be required to pay up in full (to the nominal value thereof) the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.

- 141(2). The ordinary shares allotted pursuant to Article 149(1) shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the dividend which is the subject of the election referred to above unless the Directors shall otherwise specify.
- 141(3). The Directors may do all acts and things considered necessary or expedient to give effect to Article 141(1), with full power to make such provisions as they think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members).
- 141(4). The Directors may on any occasion when they resolve as provided in Article 141(1), determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Article shall be read and construed subject to such determination.
- 141(5). The Directors may on any occasion when they resolve as provided in Article 141(1), further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide, and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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- 141(6). Notwithstanding the foregoing provisions of this Article if at any time after the Directors' resolution to apply Article 141(1) in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstances (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the application of Article 141(1) to any dividend, the Directors may at their absolute discretion and as they deem it in the interest of the Company, cancel the application of Article 141(1).
142. Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of the Member or person entitled thereto (or, if several persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person and at such address as such persons may by writing direct. Provided that where the Member is a Depositor, the payment by the Company to the Depository of any dividend payable to a Depositor shall to the extent of the payment to the Depository, discharge the Company from any further liability to the Depositor in respect of the payment. Every such cheque and warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque and warrant shall be sent at the risk of the person entitled to the money represented thereby.
- Dividends payable by cheque and electronic means

### (C) RIGHTS OF SHAREHOLDERS IN RESPECT OF VOTING

#### GENERAL MEETINGS

- 64(1). Subject to the provisions of the Act, the Company shall in each year hold a General Meeting, in addition to any other meetings in that year, to be called the Annual General Meeting, and shall specify the General Meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one (1) Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
- 64(2). All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
65. The Directors may convene an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, in accordance with the Act.
- Annual General Meetings
- Extraordinary General Meetings
- Calling of Extraordinary General Meetings

If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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### NOTICE OF GENERAL MEETINGS

66. Subject to the provisions of the Act as to Special Resolutions and special notice and the calling of General Meetings at short notice, a General Meeting of the Company shall be called by at least 14 days' notice (excluding the date of notice and the date of meeting), in writing by advertisement in the daily press and in writing to the Exchange. Where notices contain special resolutions, they must be given to shareholders at least 21 days before the General Meeting (excluding the date of notice and the date of meeting). The accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting. Notice
- 67(1). Every notice calling a General Meeting shall specify the place, the day and hour of the General Meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company.
- 67(2). In the case of an Annual General Meeting, the notice shall also specify the General Meeting as such.
- 67(3). Any notice of a General Meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
68. All business shall be deemed special that is transacted at any Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend; the consideration of the financial statements, the statement of the Directors and report of the Auditors, and any other documents required to be annexed to the financial statements; the election and re-election of Directors; the fixing of the Directors' remuneration; and the appointment and fixing of the remuneration of the Auditors. Special Business

### PROCEEDINGS AT GENERAL MEETINGS

69. No business shall be transacted at any General Meeting unless a quorum is present at the time the General Meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall form a quorum, PROVIDED THAT where (i) a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and (ii) where a Member is represented by more than one (1) proxy, such proxies shall count as only one (1) Member for the purpose of determining the quorum. Quorum

For the purpose of this Constitution, "Member" includes a person attending by proxy or by attorney or as representing a corporation which is a Member.

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### APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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70. If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday), at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned General Meeting a quorum is not present within half an hour from the time appointed for holding the General Meeting, the General Meeting shall be dissolved. Adjournment if quorum not present
71. The Chairman of the Board of Directors or in his absence, the Deputy Chairman (if any) shall preside as Chairman of the General Meeting at every General Meeting. If there is no such Chairman or Deputy Chairman, or if at any General Meeting he is not present within 15 minutes after the time appointed for holding the General Meeting or is unwilling to act, the Members present shall choose some Director to be Chairman of the General Meeting or, if no Director is present or if all the Directors present decline to take the chair, some Member present to be Chairman of the General Meeting. Chairman of meetings
72. The Chairman of the General Meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting except business which might lawfully have been transacted at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 10 days or more, notice of the adjourned General Meeting shall be given as in the case of the original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting. Adjournment
73. Subject to the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened, held and constituted, and may consist of several documents in the like form, each signed by one (1) or more of such Members.
- 74(1). If required by the listing rules of the Exchange, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the Exchange). Method of voting
- 74(2). Subject to Article 74(1), at any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman of the General Meeting; or
  - (b) by at least two (2) Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative and entitled to vote thereat; or

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## APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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- (c) by any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than five (5) per cent. of the total voting rights of all the Members having the right to vote at the General Meeting; or
- (d) by a Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing shares in the Company conferring a right to vote at the General Meeting being shares on which an aggregate sum has been paid up equal to not less than five (5) per cent. of the total sum paid up on all the shares conferring that right.
- 74(3). Provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman of the General Meeting that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
75. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic means) as the Chairman of the General Meeting may direct and the result of a poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The Chairman of the General Meeting may, and if so requested shall appoint scrutineers and may adjourn the General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How poll to be taken
76. If any votes are counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same General Meeting or at any adjournment thereof, and in that case unless it shall in the opinion of the Chairman of the General Meeting be of sufficient magnitude that the result of the vote should be vitiated. Votes counted in error
77. Subject to the Act and the requirements of the Exchange, in the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to the votes to which he may be entitled as a Member or as proxy of a Member. Chairman's casting vote
78. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the General Meeting) and place as the Chairman of the General Meeting may direct. No notice need be given of a poll not taken immediately. Time for taking of poll
79. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business, other than the question on which the poll has been demanded. Continuance of business after demand for poll

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### VOTE OF MEMBERS

80. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company:- Voting rights of members
- (a) Each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative duly authorised.
  - (b) Every Member who is present in person or by proxy or attorney, or (in the case of a corporation) by a representative, shall:-
    - (i) On a show of hands, have one (1) vote, provided that (i) in the case of a Member who is not a relevant intermediary and who is represented by two (2) proxies, only one (1) of the two (2) proxies, as determined by that Member, or failing such determination, by the Chairman of the General Meeting (or a person authorised by him) in his sole discretion shall vote on a show of hands; and (ii) in the case of a Member who is a relevant intermediary and who is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.
    - (ii) On a poll, have one (1) vote for each share which he holds or represents.
    - (iii) Provided Always That notwithstanding anything contained in this Constitution, a Depositor shall not be entitled to attend any General Meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register not less than 72 hours before that General Meeting (the "cut-off time") as a Depositor on whose behalf the Depository holds shares in the Company.

For the purpose of determining the number of votes which a Depositor or his proxy may cast at any General Meeting on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor's Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly, no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor's Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant General Meeting, if the instrument is dealt with in such manner as aforesaid.

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### APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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81. Where there are joint holders of any share any one (1) of such persons may vote and be reckoned in a quorum at any meeting either personally or by proxy or by attorney or in the case of a corporation by representative as if he were solely entitled thereto but if more than one (1) of such joint holders is so present at any meeting then the person present whose name stands first in the Register of Members or the Depository Register (as the case may be) in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof. Voting rights of joint holders
82. If a Member who has become mentally disordered and incapable of managing himself or his affairs, or in respect of whom an order has been made by any court having jurisdiction in lunacy or mental capacity, he may vote whether on a show of hands or on a poll by his committee, legal curator or such other person as properly has the management of his estate and any such committee, legal curator or other person may vote by proxy or attorney. Provided That such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 72 hours before the time appointed for holding the General Meeting. Voting rights of mentally disordered members
83. Subject to the provisions of this Constitution, every Member either personally or by proxy shall be entitled to be present and to vote at any General Meeting and to be reckoned in the quorum thereat in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. Right to vote
84. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive. Objections
85. On a poll votes may be given either personally or by proxy and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way. Votes on a poll
- 86(1). A Member:- =
- (i) who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and
  - (ii) a Member who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's form of proxy appoints more than two (2) proxies the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

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### APPENDIX III - RELEVANT EXTRACTS FROM THE COMPANY'S CONSTITUTION

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- 86(2). If the Member is a Depositor, the Company shall be entitled:-
- (i) to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting, as certified by the Depository to the Company; and
  - (ii) to accept as validly cast by the proxy or proxies appointed by the Depositor on a poll that number of votes which corresponds to or is less than the aggregate number of shares entered in its Securities Account of that Depositor as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.
- 86(3). If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and the second named proxy as an alternate to the first named.
- 86(4). Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant General Meeting by the Member personally or by his attorney, or in the case of a corporation by its representative.
- 86(5). Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or in the case of a Depositor standing to the credit of that Depositor's Securities Account, such proxy may not exercise any of the votes or rights of the shares not registered to the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as at 72 hours before the time of the relevant General Meeting, as the case may be.
87. A proxy or attorney need not be a Member and shall be entitled to vote on a show of hands on any question at any General Meeting.
88. Any instrument appointing a proxy shall be in writing and in the common form approved by the Directors, if the appointor is an individual, under the hand of the appointor or, if the appointor is a corporation, under seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Form of instrument of proxy
89. The instrument appointing a proxy together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy and must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General Meeting not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used failing which the instrument of proxy shall not be treated as valid. Instrument of proxy and authority to be deposited
90. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. Intervening events



## APPENDIX IV - FINANCIAL INFORMATION OF THE GROUP

### 1. SUMMARY FINANCIAL INFORMATION OF THE GROUP

A summary of the audited financial information of the Group for the past three (3) financial years ended FY2021, FY2022 and FY2023 (which should be read together with the Group's annual report for the relevant FY) and the unaudited consolidated financial information for HY2024 are set out below. Copies of the aforesaid documents are available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), the Company's corporate website [www.secondchance.com.sg](http://www.secondchance.com.sg), and for inspection at the Company's registered office during normal business hours up to the Closing Date.

### 2. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

A summary of the audited consolidated statements of comprehensive income of the Group for FY2021, FY2022 and FY2023, and the unaudited consolidated statements of comprehensive income of the Group for HY2024 is set out below. The summary set out below should be read together with the annual reports and the audited consolidated statements of comprehensive income of the Group for the relevant financial periods, the Company's announcements on the unaudited consolidated financial statements of the Group for HY2024 and their respective accompanying notes.

Consolidated Statement of Comprehensive Income	Unaudited HY2024 (S\$'000)	Audited FY2023 (S\$'000)	Audited FY2022 (S\$'000)	Audited FY2021 (S\$'000)
Revenue	13,296	41,906	43,115	36,584
Cost of sales	(6,269)	(15,761)	(19,400)	(19,049)
Gross Profit	7,027	26,145	23,715	17,535
Other gains/(losses) - net Expenses	1,457	4,255	(1,525)	(916)
– Administrative	(1,343)	(3,724)	(3,697)	(3,242)
– Distribution	(321)	(737)	(752)	(687)
– Finance	(1,510)	(3,080)	(884)	(442)
– Apparel operating	(75)	(249)	(249)	(198)
– Property operating	(345)	(917)	(862)	(861)
– Gold and jewellery operating	(23)	(137)	(159)	(157)
– Securities operating	(179)	(1,310)	–	–
– Other	–	–	(670)	(294)
	(3,796)	(10,154)	(7,273)	(5,881)
Profit before income tax	4,688	20,246	14,917	10,738
Income tax expense	(339)	(590)	(721)	(914)
<b>Net Profit for the financial period/year</b>	<b>4,349</b>	<b>19,656</b>	<b>14,196</b>	<b>9,824</b>

#### Other comprehensive income:

*Items that may be  
reclassified subsequently to  
profit or loss:*

– Currency translation differences arising from consolidation	(460)	(1,129)	(654)	584
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*Items that will not be  
reclassified subsequently to  
profit or loss:*

## APPENDIX IV - FINANCIAL INFORMATION OF THE GROUP

– Revaluation (loss)/gain on property plant and equipment		(178)	178	(1,299)
– Fair value (loss)/gain on financial assets, at FVOCI	(2,259)	(9,524)	(9,110)	26,029
<b>Other comprehensive loss, net of tax</b>	(2,719)	(10,831)	(9,586)	25,314
<b>Total comprehensive income attributable to equity holders</b>	1,630	8,825	4,610	35,138
<b>Earnings per share attributable to equity holders (cents per share)</b>				
Basic earnings per share	0.47	2.12	1.66	1.30
Diluted earnings per share	0.47	2.12	1.66	1.30

### 3. CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

A summary of the audited consolidated statement of financial position of the Group as at 31 August 2023, being the date to which the Company's last published audited financial statements were made up) is set out below. The summary set out below should be read together with the annual report of the Company for FY2023 and the audited consolidated statements of financial position of the Group for the FY2023 and the related notes thereto.

#### Statement of Financial Position

**Audited as at  
31 August 2023  
(S\$)**

#### ASSETS

##### Current assets

Cash and bank balances	273,476
Financial assets, at FVPL	18,641,871
Trade and other receivables	531,715
Inventories	15,796,021
Other current assets	89,640
Income tax receivables	67,726
	35,400,449
Properties held for sale	5,990,000
<b>Total current assets</b>	41,390,449

##### Non-current assets

Financial assets, at FVOCI	250,662,454
Property, plant and equipment	23,906,400
Investment properties	62,010,000
Deferred income tax assets	30,626
<b>Total non-current assets</b>	336,609,480
<b>Total assets</b>	377,999,929

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## APPENDIX IV - FINANCIAL INFORMATION OF THE GROUP

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### LIABILITIES

#### Current liabilities

Trade payables	806,906
Other payables	1,808,368
Borrowings	91,531,322
Current income tax liabilities	360,856
<b>Total current liabilities</b>	<b>94,507,452</b>

#### Non-current liabilities

Deferred income tax liabilities	207,624
<b>Total non-current liabilities</b>	<b>207,624</b>
<b>Total liabilities</b>	<b>94,715,076</b>

<b>Net assets</b>	<b>283,284,853</b>
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### EQUITY

#### Capital and reserves attributable to the equity holders of the Company

Share capital	174,706,943
Retained profits	127,521,466
Other reserves	(18,943,556)
<b>Total equity</b>	<b>283,284,853</b>