

3CENERGY LIMITED

(Company Registration No. 197300314D)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF DTP INFINITIES LIMITED

- LODGEMENT AND ISSUE OF CIRCULAR
 - RECEIPT OF LISTING AND QUOTATION NOTICE
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All capitalised terms which are used in this announcement but not otherwise defined shall have the meanings ascribed to them in the announcements dated 12 June 2023, 6 July 2023, 7 August 2023, 23 August 2023, 26 October 2023, 6 November 2023 and 29 November 2023 (the “RTO Announcements”).

1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of 3Cnergy Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the RTO Announcements in respect of, *inter alia*, the Proposed Acquisition.

2. LODGEMENT AND ISSUE OF THE CIRCULAR

The Board wishes to announce that the Company has, on 7 December 2023, lodged a circular dated 7 December 2023 (the “**Circular**”) in relation to, *inter alia*, the Proposed Acquisition, with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), acting as agent on behalf of the Monetary Authority of Singapore (“**MAS**”).

Printed copies of the notice (the “**Notice**”) of the extraordinary general meeting of the Company (the “**EGM**”) to be convened to seek Shareholders’ approval for, *inter alia*, the Proposed Acquisition and the Proxy Form have been despatched to Shareholders on 7 December 2023.

Shareholders should note that printed copies of the Circular will not be despatched to Shareholders. Instead, an electronic copy of the Circular (enclosing the Notice and the Proxy Form) is made available on the website of the SGX-ST at www.sgx.com.

The EGM will be held at Training Room 801, Level 8, NTUC Business Centre, One Marina Boulevard, Singapore 018989 on 26 December 2023 at 11.00 a.m. Shareholders are advised to refer to the Circular, in particular, the Notice as set out on pages N-1 to N-9 of the Circular, for details.

Shareholders should note the following dates and times in respect of the EGM:

Last date and time for lodgement of Proxy Form : 23 December 2023 at 11.00 a.m.

Date and time of the EGM : 26 December 2023 at 11.00 a.m.

3. RECEIPT OF LISTING AND QUOTATION NOTICE

3.1. In connection with the lodgement of the circular dated 7 December 2023 (the “**Circular**”) in relation to, *inter alia*, the Proposed Acquisition, with the SGX-ST acting as agent on behalf of the MAS, the Company has made an application to SGX-ST for the listing and quotation of the following:

- (A) up to 1,344,870,969 Consideration Shares;
- (B) up to 757,575 PCL Loan Conversion Shares;
- (C) up to 21,212,121 Conversion Shares;
- (D) up to 1,970,000 PPCF Shares;
- (E) up to 30,670,537 Consolidated Shares; and
- (F) up to 211,000,000 Company Placement Shares.

on the official list of the SGX-ST Catalist (collectively, “**Proposed Share Issuance Transactions**”).

3.2. The Board wishes to announce that the Company has on 7 December 2023 received from the SGX-ST the listing and quotation notice (the “**LQN**”) in respect of the shares pursuant to the Proposed Share Issuance Transactions, subject to:

- (i) compliance with the Catalist Rules;
- (ii) Shareholders’ approval being obtained for the Proposed Share Issuance Transactions;
- (iii) submission of the section pertaining to additional listing of securities in Part I of the Listing Confirmation under Appendix 10A of the Catalist Rules upon lodgement of the Offer Information Statement;
- (iv) completion of the Proposed Acquisition;
- (v) written confirmations from the Sponsor and the Enlarged Group that the placement agent(s) (and sub-placement agent(s)) to the Proposed Compliance Placement is either a Full Sponsor and/or registered member firm of the SGX-ST;
- (vi) written undertakings from each of the Enlarged Group’s directors and executive directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Enlarged Group in the form as set out in the LQN to procure the same written undertaking from any newly appointed director or executive officer after the Enlarged Group’s listing; and
- (vii) written undertaking from the Enlarged Group that in the event of a cessation of service of any chief executive officer, chief financial officer, chief operating officer, general manager or other executive officer of equivalent authority as disclosed in the Circular within one year of the listing of the Enlarged Group, it will comply with Rule 704(6)(a)

of the Catalist Rules to announce such cessation of service notwithstanding that such persons may no longer hold such roles at the time of the cessation of service.

- 3.3. Shareholders should note that the LQN is not an indication of the merits of the Enlarged Group, the Proposed Share Issuance Transactions and the Shares.
- 3.4. The LQN is valid for 3 calendar months from the date of the LQN and is subject to any changes to the SGX-ST policies and/or listing requirements. The SGX-ST reserves the right to:
- (i) impose further terms and conditions; or
 - (ii) withdraw or amend the LQN,

at any time, in its sole and absolute discretion without giving any reasons for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment. In this regard, the SGX-ST draws attention to Rules 104 and 105 and Practice Note 4A, of the Catalist Rules.

4. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading their shares as there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed. The Company will make the necessary announcements when there are further material developments on the Proposed Acquisition. Shareholders are advised to read this announcement and any further announcements by the Company carefully, and should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman
7 December 2023

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.
