



3CNERGY LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300314D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of 3Cnergy Limited (the "Company") will be held at 3 Lorong 6 Toa Payoh #01-01, Singapore 319378 on 14 July 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular to the Shareholders of the Company dated 28 June 2016 ("Circular").

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION

THAT contingent upon the passing of Ordinary Resolution 2 in this Notice of EGM:-

- (a) approval be and is hereby given for the acquisition by the Company of all the issued shares in Liberty ("Proposed Acquisition") from the Vendors at the consideration of S\$64 million, to be satisfied by way of the allotment and issuance of 955,223,880 new Shares ("Consideration Shares") at an issue price of S\$0.067 per Consideration Share and on the terms and subject to the conditions set out in the conditional sale and purchase agreement dated 29 March 2016, entered into between the Company and the Vendors;
- (b) approval be and is hereby given for the allotment and issuance by the Company of 955,223,880 new Shares to be issued to the Vendors (or their nominee(s) as they may direct) to satisfy the consideration for the Proposed Acquisition; and
- (c) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient to give effect to the matters contemplated by this Ordinary Resolution 1.

ORDINARY RESOLUTION 2: THE PROPOSED COMPLIANCE PLACEMENT

THAT contingent upon the passing of Ordinary Resolution 1 in this Notice of EGM:-

- (a) approval be and is hereby given for the allotment and issuance by the Company of up to 75,000,000 new Shares for the purpose of restoring the Minimum Free Float pursuant to Rule 723 of the Catalist Rules ("Proposed Compliance Placement") at an issue price to be determined by the Company in consultation with the Sponsor and Financial Adviser and the placement agent to be appointed in due course and taking into account, *inter alia*, prevailing market conditions at the time of the Proposed Compliance Placement; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient to give effect to the matters contemplated by this Ordinary Resolution 2.

Shareholders should note that Ordinary Resolutions 1 and 2 are inter-conditional. This means that if any one of the resolutions is not approved, the other resolution would not be duly passed.

By Order of the Board

Teo Meng Keong
Company Secretary

Singapore
28 June 2016

Notes:-

1. (a) Except for a member who is a relevant intermediary, a member of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. 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.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, 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.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
4. The instrument appointing a proxy or proxies, duly executed, must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898 not less than forty-eight (48) hours before the time for holding the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this Notice. This Notice has not been examined or approved by the SGX-ST. The Sponsor and SGX-ST assume no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Mr Eric Wong (Director, Investment Banking), CIMB Bank Berhad, Singapore Branch, 50 Raffles Place #09-01 Singapore Land Tower, Singapore 048623, telephone (65) 6337 5115.