

3CENERGY LIMITED
(Company Registration No.: 197300314D)
(Incorporated in Republic of Singapore)

DISCLOSURE PURSUANT TO RULES 704(33) AND 728 OF THE CATALIST RULES

Unless otherwise defined in this announcement, all capitalised terms used in this announcement shall have the meanings ascribed to them in the Company's announcement dated 29 March 2016.

The board of directors (the "**Board**" or "**Directors**") of 3Cnergy Limited (the "**Company**" and the Company together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 29 March 2016, 7 April 2016, 13 July 2016, 14 July 2016, 5 August 2016 and 11 August 2016, the Notice of Extraordinary General Meeting dated 28 June 2016, as well as the shareholders' circular dated 28 June 2016 ("**Circular**") despatched by the Company to the Shareholders in respect of, *inter alia*, the Proposed Acquisition.

On 11 August 2016, the Company announced the completion of the Proposed Acquisition.

Pursuant to Rule 704(33) of the Catalist Rules, the Board wishes to make the disclosure as set out below.

Liberty, a wholly owned subsidiary of the Company following completion of the Proposed Acquisition, has existing banking facilities with Public Bank Berhad ("**PBB**") aggregating approximately RM255 million ("**Banking Facilities**"), of which approximately RM245.5 million has been utilised.

PBB has given its approval of the Proposed Acquisition subject to the fulfilment of certain conditions, including *inter alia* the following:

- (a) that there be no disposal of the Company's Shares held directly or indirectly by Datuk Tong and Tan Sri Lee Oi Hian until Liberty's bank facilities with PBB have been paid down from the current RM255 million to RM100 million, and prior written consent of PBB has been obtained ("**No-Disposal Condition**"). Datuk Tong and Tan Sri Lee Oi Hian have given written confirmations to Liberty indicating their agreement to the No-Disposal Condition;
- (b) Liberty's bank facilities with PBB are additionally secured by a corporate guarantee by the Company; and
- (c) a supplementary facilities agreement to be entered into between Liberty and PBB.

The corporate guarantee and supplementary facilities agreement referred to in conditions (b) and (c) above will be executed upon finalisation of the relevant bank documentation.

Rule 728(1) of the Catalist Rules provides:

Where any borrowings or loans of the issuer or any of its subsidiaries contains any provisions which makes reference to the shareholding interest of any controlling shareholder(s), the issuer must obtain an undertaking from such controlling shareholder(s) to notify the issuer, as soon as it becomes aware, of any share pledging arrangements relating to these shares and of any event which may result in a breach of the issuer's loan provisions.

In compliance with Rule 728(1) of the Catalist Rules, the Company will in due course after finalisation and execution of the corporate guarantee and supplementary facilities agreement obtain the appropriate undertakings from Datuk Tong and Tan Sri Lee Oi Hian (if required).

The Company will make further announcement(s) as and when appropriate to update Shareholders on the relevant undertakings to be obtained from Datuk Tong and Tan Sri Lee Oi Hian in compliance with Rule 728 of the Catalist Rules. Shareholders and potential investors should exercise caution

when trading in the shares of the Company and in the event of any doubt as to the action they should take, Shareholders should consult their financial, tax, legal and other professional advisers.

By Order of the Board

Anne Tong Kooi Lian
Managing Director and Chief Executive Officer
12 August 2016

This announcement 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 announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST and Sponsor assume 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 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.