3CNERGY LIMITED

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

NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("**EGM**") of 3Cnergy Limited ("**Company**") will be held by electronic means, on Tuesday, 22 March 2022 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions. All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 28 February 2022 ("**Circular**") in relation to the Proposed Transactions.

Shareholders should note that the passing of Ordinary Resolution 1 and Special Resolution 2 set out in this Circular are inter-conditional. As such, if any one of Ordinary Resolution 1 or Special Resolution 2 is not passed, the remaining Resolution will not be carried.

ORDINARY RESOLUTION 1:

THE PROPOSED DISPOSAL OF 100% OF THE ISSUED AND PAID-UP CAPITAL OF 3C MARINA PARK SDN BHD AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

That, contingent upon passing Special Resolution 2, approval be and is hereby given:

(a) for the disposal by the Company of its entire ownership of 3C Marina Park Sdn Bhd to Puteri Harbour Pte Ltd pursuant to the terms and subject to the conditions set out in the Sale and Purchase Agreement dated 23 February 2022 entered into between the Company and Puteri Harbour Pte Ltd, being an "interested person transaction" and a "major transaction" under Chapters 9 and 10 of the Catalist Rules respectively and a disposal of the whole or substantially the whole of the Company's undertaking or property under Section 160 of the Companies Act; and

(b) the Directors or any of them be and are hereby authorised to complete and do any and all such acts and things (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this ordinary resolution.

SPECIAL RESOLUTION 2:

PROPOSED CAPITAL REDUCTION SUBJECT TO AND UPON COMPLETION OF THE PROPOSED DISPOSAL

That, pursuant to Section 78A read with Section 78C of the Companies Act and Article 52 of the Constitution of the Company and contingent upon passing Ordinary Resolution 1:

(a) the issued and paid-up share capital of the Company be reduced by the sum of S$174,557,331 and such reduction be effected by:

(i) the reduction of the issued and paid-up share capital of the Company by S$138,857,331 by cancelling the issued and paid-up share capital of the Company which is unrepresented by available assets to the extent of S$138,857,331, and such credit arising from the cancellation of the issued and paid-up capital be applied to cancel the Accumulated Losses of the Company based on the latest audited financial statements of the Company for the financial year ended 31 December 2020 to the extent of S$138,857,331; and

(ii) the reduction of the issued and paid-up share capital of the Company by S$35.7 million and returning the sum of up to S$35.7 million ("**Proposed Cash Distribution**") from the issued and paid-up share capital of the Company to the Entitled Shareholders on the basis of S$0.01164 for each Share held by an Entitled Shareholder or on his behalf as at the Books Closure Date; and

(b) the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this special resolution.

BY ORDER OF THE BOARD OF DIRECTORS
OF 3CNERGY LIMITED

Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman
28 February 2022
Singapore

Notes on the alternative arrangements for the EGM

1. **Pre-Registration**

(a) Pre-Registration to attend the EGM

The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in this notice of EGM. This notice of EGM may be accessed at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/.

Shareholders (including CPF and SRS investors) will not be able to attend the EGM physically. Shareholders (including CPF and SRS investors) who wish to participate at the EGM may watch the EGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers ("**EGM Live Webcast**") or live audio-only stream. To do so, shareholders (including CPF and SRS investors) must pre-register their details including full name, NRIC/Passport/Company Registration No., contact number and email address on the Company's EGM pre-registration website at the URL https://complete-corp.com/3cnergy-egm/ by 2.30 p.m. on Sunday, 20 March 2022 ("**EGM Registration Deadline**") for the Company to verify their status as shareholders.

Verified shareholders (including CPF and SRS investors) will receive an email by 12.00 p.m. on Monday, 21 March 2022, containing instructions to access the EGM Live Webcast or live audio-only stream for the EGM. Shareholders (including CPF and SRS investors) must not forward the link or their log-in details to third persons who are not shareholders and who are not entitled to attend the EGM proceedings.

Shareholders (including CPF and SRS investors) who do not receive an email by 12.00 p.m. on Monday, 21 March 2022 but have registered before the EGM Registration Deadline should email to 3cnergy-egm@complete-corp.com for assistance.

(b) Pre-Registration to attend the VIS

A VIS will be held for shareholders (including CPF and SRS investors) prior to the EGM, at 11.00 a.m. on Friday, 11 March 2022 where the Company will endeavour to address all substantial and relevant questions received by the Questions Deadline (as defined in paragraph (2)(a) below) from shareholders (including CPF and SRS investors) in relation to the resolutions to approve the Proposed Transactions as set out in the Notice of EGM. Shareholders (including CPF and SRS investors) will also be able to ask questions live via the online chat box function during the VIS.

Shareholders (including CPF and SRS investors) who wish to participate in the VIS through a live audio-visual webcast via their mobile phones, tablets or computers ("**VIS Live Webcast**") or live audio-only stream must pre-register their details including full name, NRIC/Passport/Company Registration No., contact number and email address on the Company's EGM pre-registration website at the URL https://complete-corp.com/3cnergy-egm/ by 11.00 a.m. on Wednesday, 9 March 2022 ("**VIS Registration Deadline**") for the Company to verify their status as shareholders.

Verified shareholders (including CPF and SRS investors) will receive an email by 12.00 p.m. on Thursday, 10 March 2022, containing instructions to access the VIS Live Webcast or live audio-only stream for the VIS. Shareholders (including CPF and SRS investors) must not forward the link or their log-in details to third persons who are not shareholders and who are not entitled to attend the VIS proceedings.

Shareholders (including CPF and SRS investors) who do not receive an email by 12.00 p.m. on Thursday, 10 March 2022 but have registered before the VIS Registration Deadline should email to 3cnergy-egm@complete-corp.com for assistance.

2. **Submission of Questions:**

The Company will not be addressing any questions raised by the shareholders (including CPF and SRS investors) during the EGM Live Webcast and live audio-only stream of the EGM. Verified shareholders (including CPF and SRS investors) who have any questions in relation to any agenda item of this notice may:

(a) send their questions to the Company in advance, by 9.00 a.m. on Tuesday, 8 March 2022, via email to 3cnergy-egm@complete-corp.com or post to 380 Jalan Besar, #16-01, ARC 380, Singapore 209000 ("**Questions Deadline**"). When submitting questions, shareholders should provide their details including full name, NRIC/Passport/Company Registration No., contact number and email address for verification purposes; or

(b) submit their questions via an online chat box function during the VIS to be held prior to the EGM.

The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from shareholders (i) at the VIS; and (ii) 72 hours prior to the closing date and time for the lodgement of the proxy forms.

The Company will publish the minutes, or provide a link for shareholders to access the recording of the VIS on SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/ 72 hours prior to the closing date and time for the lodgement of the proxy forms.

3. **Submission of Proxy Form:**

A shareholder (including CPF and SRS investors) will not be able to vote through the EGM Live Webcast and live audio-only stream and voting is only through submission of proxy form. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the chairman of the EGM (the "**Chairman**") as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the EGM is made available with this notice of EGM on the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/ on the same day. A printed copy of this notice of EGM and the proxy form will not be despatched to shareholders.

For CPF or SRS investors who wish to appoint the Chairman as their proxy, they should approach their respective agents to submit their votes at least seven (7) working days before the EGM, i.e. by 5.00 p.m. on Friday, 11 March 2022.

The instrument appointing the Chairman as proxy must be:

(a) deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or

(b) emailed to: sg.is.proxy@sg.tricorglobal.com.

In either case, not less than forty-eight (48) hours before the time appointed for the holding of the EGM, i.e. by 2.30 p.m. on Sunday, 20 March 2022.

Any incomplete/improperly completed proxy form (including proxy form which is not appointing the Chairman as proxy) will be rejected by the Company.

A shareholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The Company shall be entitled to reject the instrument appointing the Chairman as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman as proxy). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman as proxy lodged if such shareholders are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company.

4. **Circular:**

The circular in respect of the Proposed Transactions dated 28 February 2022 may be accessed from the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.3cnergy.com.sg/. No printed copy will be sent to shareholders.

Personal data privacy:

By (i) submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; (ii) completing the pre-registration(s) in accordance with this notice of EGM, or (iii) submitting any question prior to the EGM in accordance with this notice of EGM, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

(a) the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), processing of the pre-registration for purposes of granting access to shareholders to the "live" webcast or "live" audio feed of the EGM or VIS proceedings and providing them with any technical assistance where necessary, addressing substantial and relevant questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(b) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(c) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.