

NOTICE OF ANNUAL GENERAL MEETING

3CENERGY LIMITED

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

NOTICE IS HEREBY GIVEN that the annual general meeting of 3Cenergy Limited (the “**Company**”) will be held by way of electronic means on **Wednesday, 24 June 2020 at 2.30 p.m.** (the “**AGM**”) for the following purposes:

Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$56,000/- for the financial year ending 31 December 2020 [2019: S\$140,000], to be paid half yearly in arrears. **(Resolution 2)**
3. To re-elect Mr Loh Chen Peng who is retiring pursuant to article 99 of the Company’s constitution. **(Resolution 3)**
[see Explanatory Note (i)]
4. To re-appoint Messrs Mazars LLP as the Company’s auditors and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may properly be transacted at an annual general meeting.

Special Business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to allot and issue shares

That pursuant to section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Rules of Catalist**”), the Directors of the Company be authorised and empowered to:

- (I)
 - (a) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (b) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (II) notwithstanding that the authority conferred by this resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:
 - (a) the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) pursuant to this resolution, shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated

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in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) other than on a pro rata basis to the existing shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) that may be issued under sub-paragraph (a) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:
- (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (b)(i) or (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution;

- (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

(Resolution 5)

[see Explanatory Note (ii)]

7. Authority to issue shares under the 3Cenergy Performance Share Plan ("Plan")

That pursuant to section 161 of the Act, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the capital of the Company ("**Shares**") as may be required to be issued pursuant to the vesting of awards under the Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan, when added to the new Shares issued or issuable in respect of all awards granted under the Plan and any other share-based incentive schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company on the date preceding such vesting date. **(Resolution 6)**

[see Explanatory Note (iii)]

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8. Approval for Renewal of Shareholders' Mandate for Interested Party Transactions

That:

- (I) approval be and is hereby given, for the purposes of Chapter 9 of Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Chapter 9") for the Company, its subsidiaries and associated companies that are entities at risk (as defined in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Addendum with the class of interested persons described in the Addendum, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for such interested person transactions (the "IPT Mandate");
- (II) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (III) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures and/or to modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (IV) the Board of Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this resolution. **(Resolution 7)**

[see Explanatory Note (iv)]

By Order of the Board

Lim Sim Ving
Cheok Hui Yee
Company Secretaries

Singapore, 9 June 2020

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Explanatory Notes:

- (i) Subject to his re-election, Mr Loh Chen Peng will remain as the Lead Independent Director, Chairman of the Audit Committee and member of the Nominating Committee and the Remuneration Committee. Detailed information on Mr Loh Chen Peng can be found in the “**Board of Directors**”, “**Directors’ Statement**” and “**Report on Corporate Governance**” sections of the Company’s Annual Report 2019.
- (ii) Ordinary Resolution 5, if passed, will empower the Directors of the Company, effective until conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this resolution, for such purposes as the Directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this resolution) other than on a pro rata basis to all shareholders shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.
- (iii) Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to the vesting of awards under the Plan, which was approved by shareholders of the Company at the extraordinary general meeting held on 19 January 2011. The aggregate number of new Shares which may be issued pursuant to the Plan and any other share-based incentive schemes of the Company shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the date preceding the vesting date.
- (iv) Ordinary Resolution 7, if passed, renews the IPT Mandate, which was given by shareholders on 25 April 2019 allowing the Company, its subsidiaries and associated companies that are entities at risk to enter into transactions with interested persons as defined in Chapter 9. The Audit Committee confirms that the methods or procedures for determining the prices of interested party transactions (“**IPT**”) have not changed since last shareholders’ approval and such methods and procedures are sufficient to ensure that the IPT will be carried out in normal commercial terms and will not be prejudicial to the interest of the Company and/or its minority shareholders.

Important Notes:

1. Pre-Registration:

The AGM 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 AGM are set out in this notice of AGM. This notice of AGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements>.

Shareholders will not be able to attend the AGM physically. Shareholders who wish to participate at the AGM may watch the AGM proceedings via a live audio-visual webcast or audio-only stream. To do so, shareholders must pre-register their details including full name, NRIC/Passport/Company Registration No., contact number and email address on the Company’s AGM pre-registration website at the URL <https://complete-corp.com.sg/3cenergy-agm/> by **2.30 p.m. on Sunday, 21 June 2020 (“Registration Deadline”)** for the Company to verify their status as shareholders.

Verified shareholders will receive an email by Tuesday, 23 June 2020 containing instructions to access the Live Webcast or Live Audio-Only Stream. Shareholders 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 AGM proceedings.

Shareholders who do not receive an email by **2.30 p.m. on Tuesday, 23 June 2020** but have registered before the Registration Deadline should email to 3cenergy-agm@complete-corp.com.sg for assistance.

2. Submission of Questions:

The Company will not be addressing any questions raised by the shareholders during the Live Webcast and Live Audio-Only Stream. Shareholders who have any questions in relation to any agenda item of this notice, shall send their queries to the Company in advance, by **Wednesday, 17 June 2020**, via email to 3cenergy-agm@complete-corp.com.sg.

The Company will endeavour to upload the Company’s responses to substantial and relevant queries from shareholders on the SGXNet by **Friday, 19 June 2020**.

3. Submission of Proxy Form:

A shareholder will not be able to vote through the 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 AGM, he/she/it must appoint Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing Chairman of the Meeting 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 Chairman of the Meeting as proxy for that resolution will be treated as invalid.

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The accompanying proxy form for the AGM is made available with this notice of AGM on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day.

For CPF or SRS investors who wish to appoint Chairman of the Meeting as their proxy, they should approach their CPF and/or SRS Approved Nominees to submit their votes at least seven (7) working days before the AGM, i.e. by 5.00 p.m. on Monday, 15 June 2020.

The instrument appointing Chairman of the Meeting 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 AGM.

Any incomplete/improperly completed proxy form (including proxy form which is not appointing "Chairman of the Meeting" 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 Chairman of the Meeting 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 Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing Chairman of the Meeting 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 Chairman of the Meeting as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

4. Annual Report and other documents:

The annual report for the financial year ended 31 December 2019 which was issued on 14 April 2020 can be accessed from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. No printed copy will be sent to shareholders.

Personal data privacy:

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

- (a) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), 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.