

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

---

**ENTRY INTO PLACEMENT AGREEMENT AND LODGEMENT OF OFFER INFORMATION STATEMENT IN RELATION TO PROPOSED COMPLIANCE PLACEMENT**

---

*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.*

**1. INTRODUCTION**

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 announcement on 11 August 2016, where the Company announced the completion of the Proposed Acquisition.

**2. ENTRY INTO PLACEMENT AGREEMENT**

The Board wishes to announce that it had, on 16 August 2016, and for the purpose of the Proposed Compliance Placement, entered into a placement agreement ("**Placement Agreement**") with CIMB Securities (Singapore) Pte. Ltd., pursuant to which CIMB Securities (Singapore) Pte. Ltd. has been appointed as the placement agent ("**Placement Agent**") to procure subscribers on a best efforts basis for up to 75,000,000 Compliance Placement Shares at the placement price of S\$0.067 per Compliance Placement Share ("**Placement Price**").

The Placement Agent may, but shall not be obliged to, subscribe for any of the Compliance Placement Shares.

The Compliance Placement Shares shall be issued free from all claims, charges, liens and other encumbrances and shall rank *pari passu* in all respects with the existing issued Shares at the time of issue except for any dividends, rights, distributions, allotments or other entitlements the record date of which falls before the date of issue of the Compliance Placement Shares

Conditions

Completion of the Proposed Compliance Placement is conditional upon the fulfilment and/or waiver of, *inter alia*, the following conditions ("**Placement Conditions**"):

- (a) the listing and quotation notice of the Compliance Placement Shares on the SGX-ST obtained from the SGX-ST on 14 July 2016 not having been revoked or amended and, where such approval is subject to conditions, such conditions being acceptable to the Placement Agent, and to the extent that any conditions for the listing and quotation of the Compliance Placement Shares on the SGX-ST are required to be fulfilled on or before the date of completion of the Proposed Compliance Placement, they are so fulfilled;
- (b) the exemption under Section 277 of the Securities and Futures Act (Cap. 289) of Singapore ("**SFA**") being applicable to the Proposed Compliance Placement and the Offer Information Statement being lodged with the SGX-ST, acting as agent on behalf of the Authority;
- (c) the allotment, issue and subscription of the Compliance Placement Shares not being prohibited by any law or regulation promulgated or issued after the date of the

Placement Agreement in Singapore which is applicable to the Company or the Placement Agent;

- (d) the Company having the full authority for the allotment and issuance of the Compliance Placement Shares and such authority being in full force and effect and not having been revoked or varied on the date of completion of the Proposed Compliance Placement;
- (e) the delivery of a duly signed certificate, substantially in the form set out in the Placement Agreement, by the Company to the Placement Agent on the date of completion of the Proposed Compliance Placement;
- (f) there not having been occurred, in the opinion of the Placement Agent, any material adverse change, or any development likely to involve a prospective material adverse change, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the Placement Agreement which, in the opinion of the Placement Agent, is or is likely to be materially adverse in the context of the Proposed Compliance Placement or is likely to prejudice materially the success of the Proposed Compliance Placement or dealings in the Compliance Placement Shares in the secondary market;
- (g) the representations, warranties and undertakings of the Company in the Placement Agreement remaining true and correct in all respects as at the date of completion of the Proposed Compliance Placement and the Company having performed all of its obligations under the Placement Agreement to be performed on or before the date of completion of the Proposed Compliance Placement; and
- (h) the Placement Agent having secured binding agreements to place out 75,000,000 Compliance Placement Shares for the purpose of enabling the Company to meet the Minimum Free Float.

### Completion

Completion of the Proposed Compliance Placement shall take place on the date falling three (3) market days after the date on which the last in time of the Placement Conditions is satisfied or such other date as the parties may agree in writing, but in any event being no later than three (3) market days after the Placement Cut-off Date. "**Placement Cut-off Date**" means a date no more than thirty (30) days after the date of the Placement Agreement which is on 15 September 2016 or such other date as the Company and the Placement Agent may agree in writing.

The Company currently does not expect the offer period of the Proposed Compliance Placement to be modified. However, the Company may with the agreement of the Placement Agent and/or the SGX-ST, modify the offer period by extending the Placement Cut-off Date which is currently 15 September 2016 to a later date, subject to any limitation under any applicable laws. In that event, the Company will publicly announce the same through a SGXNET announcement to be posted on the internet at the SGX-ST's website <http://www.sgx.com>.

### **3. USE OF PROCEEDS**

Assuming that 75,000,000 Compliance Placement Shares are issued and allotted at the Placement Price, the Company expects to receive net proceeds of approximately S\$4,264,000 ("**Net Placement Proceeds**"), after deducting expenses of approximately S\$761,000. The entire Net Placement Proceeds raised from the issue and allotment of Compliance Placement Shares will be received by the Company.

The Company is undertaking the Proposed Compliance Placement to restore the Minimum Free Float which was lost pursuant to the completion of the Proposed Acquisition. The Net

Placement Proceeds raised by the Company from the Proposed Compliance Placement will be utilised for general working capital of the Group.

Assuming that 75,000,000 Compliance Placement Shares are issued and allotted at the Placement Price, the following table sets out the breakdown of the use of proceeds and the estimated expenses incurred:

	(S\$'000)	Proportion of Gross Proceeds from the Proposed Compliance Placement (%)
<b>Gross Proceeds</b>	5,025	100.00
<b>Expenses incurred in relation to the Liberty Acquisition and Proposed Compliance Placement</b>		
Professional Fees	626	12.46
Placement Commission <sup>(1)</sup>	101 <sup>(2)</sup>	2.00 <sup>(2)</sup>
Listing Fees	34	0.68
<b>Net Placement Proceeds</b>	<b>4,264</b>	<b>84.86</b>
General working capital of the Group	4,264	84.86

**Notes:**

- (1) The placement commission agreed between the Placement Agent and the Company is up to 2.0% of the Placement Price, out of which 1.25% is discretionary to be determined by the Company, payable for each Compliance Placement Share subscribed.
- (2) On the assumption that the Commission is 2.0%.

Pending the deployment of the Net Placement Proceeds, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, or used for any other purpose on a short-term basis as the Directors may in their absolute discretion deem fit.

The Company will make periodic announcements on the utilisation of the Net Placement Proceeds as and when such proceeds are materially disbursed, and will provide a status report on the use of the Net Placement Proceeds in its annual report. Where the proceeds have been used for working capital, the Company will provide a breakdown with specific details on how the proceeds have been applied in the announcements and status reports. Where there is a material deviation in the use of proceeds, the Company will also state the reasons for such deviation. Any material deviation in the use of the Net Placement Proceeds will be subject to the Catalist Rules and appropriate announcements will be made by the Company on the SGX-NET.

#### 4. LODGEMENT OF OFFER INFORMATION STATEMENT

The Proposed Compliance Placement will be carried out pursuant to the exemption under Section 277 of the SFA. The Offer Information Statement in relation to the Proposed Compliance Placement has been lodged with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore, on 16 August 2016. A copy of the Offer Information Statement may be found on SGX-ST's website at <http://www.sgx.com>.

The Company will make such announcement(s) as may be necessary and/or appropriate in relation to the Proposed Compliance Placement, including but not limited to the completion of the Proposed Compliance Placement, in due course.

**Shareholders should note that there is no certainty or assurance as at the date of this announcement that the Minimum Free Float will be restored, and the suspension of the trading of Shares be accordingly lifted. The Company will make further announcements to update Shareholders as and when appropriate.**

**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 and potential investors 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  
16 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.*