

3CENERGY LIMITED

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

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF DTP INFINITIES LIMITED

- NOTICE OF SHARE CONSOLIDATION RECORD DATE AND TIME FOR THE PROPOSED SHARE CONSOLIDATION

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or “**Directors**”) of 3Cnergy Limited (the “**Company**”) refers to its announcements dated 12 June 2023, 6 July 2023, 7 August 2023, 23 August 2023, 26 October 2023, 6 November 2023, 29 November 2023, 7 December 2023 and 12 December 2023 (“**RTO Announcements**”) and the circular published by the Company on 7 December 2023 (the “**Circular**”) in respect of, *inter alia*, the Proposed Acquisition and the Proposed Share Consolidation.
- 1.2 As previously announced, in connection with the Proposed Acquisition and to comply with the minimum issue price of S\$0.20 set out under Rule 1015(3)(c) of the Catalist Rules, the Company proposes to undertake the Proposed Share Consolidation pursuant to which the Company will consolidate every one hundred (100) existing Shares into one (1) Consolidated Share.
- 1.3 Unless otherwise defined, all capitalised terms in this announcement shall bear the same meanings as set out in the Circular.

2. NOTICE OF SHARE CONSOLIDATION RECORD DATE AND TIME

- 2.1 **NOTICE IS HEREBY GIVEN** that the Register of Members and the share transfer books of the Company will be closed on **29 December 2023 at 5.00 p.m.** (the “**Share Consolidation Record Date and Time**”) for the purpose of determining the entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation. For the indicative timetable for the Proposed Share Consolidation, please refer to Section 5.1 below.
- 2.2 Pursuant to the Proposed Share Consolidation, every one hundred (100) existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) as at the Share Consolidation Record Date and Time will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded. **For the avoidance of doubt, Shares issued after the Share Consolidation Record Date and Time shall not be subject to nor affected by the Proposed Share Consolidation.** In particular, the Consideration Shares, the Conversion Shares, the PCL Loan Conversion Shares, the PPCF Shares and the Company Placement Shares shall not be subject to nor affected by the Proposed Share Consolidation as they will only be issued after the Share Consolidation Record Date and Time.

- 2.3. **Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their shareholdings as at the Share Consolidation Record Date and Time, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the Proposed Share Consolidation may be dealt with in such manner as the Existing Directors may, in their absolute discretion, deem fit in the interests of the Company including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded. Please refer to Section 4.2 below in relation to trading arrangement for odd-lots of Consolidated Shares.**
- 2.4. **Shareholders should also note that the Proposed Share Consolidation is subject to Shareholders' approval at the extraordinary general meeting of the Company to be convened on 26 December 2023 (the "EGM") and that under the SPA, Shareholders' approval at the EGM for the Proposed Share Consolidation is a condition precedent to Closing of the Proposed Acquisition. If Shareholders' approval of the Proposed Share Consolidation is not obtained at the EGM, Closing will not take place.**
- 2.5. Subject to Shareholders' approval for the Proposed Share Consolidation at the EGM, the Proposed Share Consolidation (in respect of the Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) as at the Share Consolidation Record Date and Time) shall be effective from 9.00 a.m. on **2 January 2024** (the "**Share Consolidation Effective Date**"), being the Market Day immediately following the Share Consolidation Record Date and Time. The Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders and Depositors (as the case may be) based on their shareholdings in the Company as at the Share Consolidation Record Date and Time.
- 2.6. Shareholders who hold less than one hundred (100) existing Shares as at the Share Consolidation Record Date and Time will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Proposed Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation are advised to purchase additional existing Shares so as to increase the number of existing Shares held to a multiple of one hundred (100) existing Shares prior to the Share Consolidation Record Date and Time.
- 2.7. Each Consolidated Share will rank *pari passu* in all respects with each other and the Consolidated Shares will trade in board lots of one hundred (100) Consolidated Shares on the SGX-ST.
- 2.8. **Shareholders are reminded to check their respective shareholdings in the Company after the Share Consolidation Record Date and Time before trading their Shares.**

3. SHARE CERTIFICATES

3.1 Deposit of share certificates with CDP

If any Shareholder holds physical share certificates for the existing Shares in his own name ("**Old Share Certificates**") and wishes to deposit the same with CDP and have his Consolidated Shares (after the Proposed Share Consolidation) credited to his Securities

Account, he must deposit the Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, at least twelve (12) Market Days before the Share Consolidation Record Date and Time.

After the Share Consolidation Record Date and Time, CDP will only accept for deposit share certificates for the Consolidated Shares ("**New Share Certificates**"). If any Shareholder wishes to deposit his New Share Certificates with CDP after the Share Consolidation Record Date and Time, he must first deliver his Old Share Certificates to the Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, #26-01 Republic Plaza, Tower I, Singapore 048619, for cancellation and issuance of replacement New Share Certificates as described below. Upon receipt of the New Share Certificates in his name, the Shareholder may then proceed to deposit the New Share Certificates in his own name with CDP.

3.2 Issue of new share certificates

If a Shareholder has deposited his Old Share Certificates with CDP at least twelve (12) Market Days before the Share Consolidation Record Date and Time, he need not take any action. The Company will arrange with CDP to facilitate the exchange of the New Share Certificates.

If a Shareholder has not deposited at least twelve (12) Market Days prior to the Share Consolidation Record Date and Time or does not wish to deposit his Old Share Certificates with CDP, he is advised to forward all such Old Share Certificates to the Share Registrar as soon as possible after he has been notified of the Share Consolidation Record Date and Time, and preferably not later than five (5) Market Days after the Share Consolidation Record Date and Time for cancellation and exchange for New Share Certificates. The Share Registrar will not issue a receipt for the Old Share Certificates received. The New Share Certificates will be sent by ordinary mail to the Shareholder's registered address at his own risk within ten (10) Market Days from the Share Consolidation Record Date and Time or the date of receipt of the Old Share Certificates, whichever is the later.

The New Share Certificates will not be issued to the Shareholder unless his Old Share Certificates have been tendered to the Share Registrar for cancellation. A Shareholder is to notify the Share Registrar if he has lost any of his Old Share Certificates or if there is any change in his address from that reflected in the Register of Members.

Shareholders are reminded to deliver their Old Share Certificates to the Share Registrar or the CDP in accordance with the provisions set out above after the Company's announcement of the Share Consolidation Record Date and Time.

3.3 Share certificates not valid for settlement of trades on SGX-ST

Shareholders are reminded that their Old Share Certificates will not be valid for settlement of trading in the Consolidated Shares on the Catalist of the SGX-ST but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the Catalist of the SGX-ST although they will continue to be *prima facie* evidence of legal title. As such, after the Share Consolidation Record Date and Time, Shareholders who hold physical share certificates, be it Old Share Certificates or New Share Certificates, and would like to trade Shares on the Catalist of SGX-ST are reminded to make arrangements for their deposit with CDP.

4. TRADING ARRANGEMENTS FOR THE CONSOLIDATED SHARES AND ODD LOTS

4.1. Trading arrangements for the Consolidated Shares

Notwithstanding that the Proposed Share Consolidation will only become effective on the Share Consolidation Effective Date, trading in the Consolidated Shares will be in board lots of one hundred (100) Consolidated Shares with effect from 9.00 a.m. on **28 December 2023** (the "**Effective Trading Date**"), being the date falling two (2) Market Days before the Share Consolidation Effective Date, due to the fact that trades on the SGX-ST are settled on a "T+2" settlement cycle, that is, a purchase or sale of existing Shares on day "T" will be settled at "T" plus two (2) Market Days later.

Accordingly, every one hundred (100) existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares (on a pre-share consolidation basis) will cease after 5.00 p.m. on 27 December 2023, being the Market Day immediately preceding the Effective Trading Date.

4.2. Trading arrangement for odd lots of Consolidated Shares

The existing Shares are currently traded in board lots of one hundred (100) Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Shareholders may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of one hundred (100) Consolidated Shares). Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the SGX-ST's Unit Share Market has been set up to allow trading in odd lots with a minimum size of one (1) share on the SGX-ST. The SGX-ST's Unit Share Market will enable trading in odd lots in any quantity less than one board lot of the underlying shares in the ready market. However, Shareholders should note that the market for trading such odd lots of Consolidated Shares may be illiquid and they may find difficulty and/or have to bear disproportionate transaction costs in trading their shares in the unit share market.

Accordingly, to avoid any odd lots being held after the completion of the Proposed Share Consolidation, Shareholders are advised to, no later than two (2) Market Days prior to the Share Consolidation Record Date and Time, purchase additional Shares or dispose of part of their existing Shares such that their shareholding in the Company as at the Share Consolidation Record Date and Time shall be as close as possible to a multiple of 10,000.

5. INDICATIVE TIMETABLE

5.1. The table below sets out the indicative timetable for the Proposed Share Consolidation:

Time and Date	Event
5.00 p.m. on 27 December 2023 (Wednesday)	Last day for trading of the existing Shares on a pre-share consolidation basis
9.00 a.m. on 28 December 2023 (Thursday)	Commencement of trading of the Consolidated Shares on the SGX-ST (<i>i.e.</i> , the Effective Trading Date)

5.00 p.m. on 29 December 2023 (Friday)	Share Consolidation Record Date and Time
9.00 a.m. on 2 January 2024 (Tuesday)	Effective date of the Proposed Share Consolidation (<i>i.e.</i> , the Share Consolidation Effective Date)

- 5.2. The above timetable is indicative and may be subject to change. Any change to the indicative timetable will be announced by the Company via SGXNET.

6. CONTACT INFORMATION

- 6.1. The address of the Company's Share Registrar is as follows:

Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte. Ltd.)
9 Raffles Place
#26-01 Republic Plaza, Tower I
Singapore 048619

- 6.2. The address of CDP is as follows:

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

7. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading their shares as there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition and/or the Proposed Share Consolidation will be completed. The Company will make the necessary announcements when there are further developments, *inter alia*, on the Proposed Acquisition and the Proposed Share Consolidation. Shareholders are advised to read this announcement and any further announcements by the Company carefully, and should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt on the actions they should take.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board

Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman
20 December 2023

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes 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 Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.
