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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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(Company Registration Number: 197300314D)  
(Incorporated in the Republic of Singapore)

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 7 December 2023 issued by 3Cenergy Limited (“**Circular**”).

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of 3Cenergy Limited (the “**Company**”) will be held at Training Room 801, Level 8, NTUC Business Centre, One Marina Boulevard, Singapore 018989 on 26 December 2023 at 11.00 a.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions:

Shareholders should note that:

- (i) Ordinary Resolutions 1, 2, 3, 4, 5, 7, 8, 16 and 17 (“**Key Resolutions**”) are inter-conditional upon each other; and
- (ii) Ordinary Resolutions 6, 9, 10, 11, 12, 13, 14, 15, 18 and 19 (the “**Conditional Resolutions**”) are conditional upon the passing of the Key Resolutions.

This means that:

- (a) if any of the Key Resolutions is not passed, the other Key Resolutions would not be duly passed; and
- (b) if any of the Key Resolutions is not passed, all the Conditional Resolutions would not be duly passed.

### **ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF DTP INFINITIES LIMITED**

THAT subject to and contingent upon the passing of the other Key Resolutions:

- (1) approval be and is hereby given for the Company to undertake the Proposed Acquisition in accordance with the terms of the SPA; and
- (2) the Directors be and are hereby authorised to (a) carry out and implement the Proposed Acquisition in accordance with the SPA; and (b) complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

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### **ORDINARY RESOLUTION 2: THE PROPOSED SHARE CONSOLIDATION OF EVERY ONE HUNDRED (100) ORDINARY SHARES INTO ONE (1) CONSOLIDATED SHARE**

THAT subject to and contingent upon the passing of the other Key Resolutions:

- (1) in connection with the Proposed Share Consolidation, all Shares in the Company in issue as at the Share Consolidation Record Date be and are consolidated by consolidating every one hundred (100) Shares held by each Shareholder as at the Share Consolidation Record Date into one (1) Consolidated Share with effect from the Effective Trading Date (or such other date to be fixed by the Directors) and in the manner set out in the Circular;
- (2) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (1) above shall be disregarded; and
- (3) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES**

THAT subject to and contingent upon the passing of the other Key Resolutions:

- (1) the proposed allotment and issuance to the Seller of an aggregate of up to 1,344,870,969 Consideration Shares, credited as fully paid-up, at the Issue Price of S\$0.33 per Consideration Share on terms and subject to the conditions set out in the SPA, be and is hereby approved; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 3 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 4: THE PROPOSED ALLOTMENT AND ISSUANCE OF CONVERSION SHARES**

THAT subject to and contingent upon the passing of the other Key Resolutions:

- (1) the proposed allotment and issuance to the Seller of an aggregate of up to 21,212,121 Conversion Shares, credited as fully paid-up, at the Issue Price of S\$0.33 per Conversion Share on terms and subject to the conditions set out in the SPA, be and is hereby approved; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 4 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

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### **ORDINARY RESOLUTION 5: THE PROPOSED ALLOTMENT AND ISSUANCE OF PCL LOAN CONVERSION SHARES**

THAT subject to and contingent upon the passing of the other Key Resolutions:

- (1) the proposed allotment and issuance to Phileo Capital Limited of an aggregate of up to 757,575 PCL Loan Conversion Shares, credited as fully paid-up, at the Issue Price of S\$0.33 per Share on terms and subject to the conditions set out in the SPA, be and is hereby approved; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 5 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 6: THE PROPOSED ALLOTMENT AND ISSUANCE OF PPCF SHARES**

THAT subject to and contingent upon the passing of all of the Key Resolutions:

- (1) the proposed allotment and issuance to PPCF of an aggregate of 1,970,000 PPCF Shares, credited as fully paid-up, at the Issue Price of S\$0.33 per Share on terms and subject to the conditions set out in the SPA, be and is hereby approved; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 6 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 7: THE PROPOSED DISPOSAL**

THAT subject to and contingent upon the passing of the other Key Resolutions.

- (1) approval be and is hereby given for the Company to undertake the Proposed Disposal in accordance with the terms of the Disposal SPAs; and
- (2) the Directors be and are hereby authorised (a) to carry out and implement the Proposed Disposal in accordance with the Disposal SPAs; and (b) to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 7 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

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### **ORDINARY RESOLUTION 8: THE PROPOSED COMPLIANCE PLACEMENT**

THAT subject to and contingent upon the passing of the other Key Resolutions:

- (1) the Directors be and are hereby authorised to allot and issue up to 211,000,000 Company Placement Shares at an issue price to be determined based on, amongst others, the market conditions as well as the demand during book-building process, provided that such issue price shall not be less than S\$0.20, in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 8 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### **ORDINARY RESOLUTION 9: THE APPOINTMENT OF MR. BUNYONG VISATEMONGKOLCHAI AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mr. Bunyong Visatemongkolchai be and is hereby appointed as a director of the Company with effect from Closing.

### **ORDINARY RESOLUTION 10: THE APPOINTMENT OF MR. HANSA SUSAYAN AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mr. Hansa Susayan be and is hereby appointed as a director of the Company with effect from Closing.

### **ORDINARY RESOLUTION 11: THE APPOINTMENT OF MR. IQBAL JUMABHOY AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mr. Iqbal Jumabhoy be and is hereby appointed as a director of the Company with effect from Closing.

### **ORDINARY RESOLUTION 12: THE APPOINTMENT OF MRS. SASINAN ALLMAND AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mrs. Sasinan Allmand be and is hereby appointed as a director of the Company with effect from Closing.

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### **ORDINARY RESOLUTION 13: THE APPOINTMENT OF MR. LEE KWAI SENG AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mr. Lee Kwai Seng be and is hereby appointed as a director of the Company with effect from Closing.

### **ORDINARY RESOLUTION 14: THE APPOINTMENT OF MR. CHRISTOPHER TANG KOK KAI AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mr. Christopher Tang Kok Kai be and is hereby appointed as a director of the Company with effect from Closing.

### **ORDINARY RESOLUTION 15: THE APPOINTMENT OF MR. CHIEW CHUN WEE AS A DIRECTOR TO THE PROPOSED NEW BOARD**

THAT subject to and contingent upon the passing of all of the Key Resolutions and Closing, Mr. Chiew Chun Wee be and is hereby appointed as a director of the Company with effect from Closing.

### **ORDINARY RESOLUTION 16: THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A GENERAL OFFER FROM THE SELLER AND PARTIES ACTING IN CONCERT WITH IT**

That subject to and contingent upon the passing of the other Key Resolutions, the Independent Shareholders of the Company, hereby, on a poll taken, unconditionally and irrevocably waive their right under Rule 14 of the Singapore Code on Take-Overs and Mergers to receive a general offer from the Seller and parties acting in concert with it, for all the shares in the capital of the Company not already owned, controlled or agreed to be acquired by the Seller, as a result of the allotment and issuance of the Consideration Shares and Conversion Shares upon Closing.

### **ORDINARY RESOLUTION 17: THE PROPOSED CHANGE OF CORE BUSINESS**

That subject to and contingent upon the passing of the other Key Resolutions and Closing:

- (1) approval be and is hereby granted for the Company for the Proposed Change of Core Business subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is in the Enlarged Group for the purpose of or in connection with the Proposed Change of Core Business on such terms and conditions as the Directors deem fit; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to any such investment, purchase, acquisition or disposal or to this Ordinary Resolution 17 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

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### ORDINARY RESOLUTION 18: THE PROPOSED NEW SHARE ISSUE MANDATE

That subject to and contingent upon the passing of all of the Key Resolutions and Closing:

- (1) the Proposed New Share Issue Mandate be and is hereby approved and that authority be and is hereby given to each of the Directors pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Constitution, to allot and issue Shares at any time and upon such terms and conditions, and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of new Shares to be issued pursuant to such authority shall not exceed 100% of the then existing issued share capital of the Company, and that the aggregate number of shares to be issued other than on a pro-rata basis to the then existing Shareholders shall not exceed 50% of the then existing issued share capital of the Company, and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 18 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### ORDINARY RESOLUTION 19: THE PROPOSED CHANGE OF AUDITORS

That subject to and contingent upon the passing of all of the Key Resolutions and Closing:

- (1) the resignation of Mazars LLP as the auditors be and is hereby noted and that KPMG LLP, having consented to act, be and are hereby appointed as the auditors in place of Mazars LLP, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors with KPMG LLP; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 19 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

### EXPLANATORY NOTES:

#### DISCLOSURE PURSUANT TO RULE 712(3) OF CATALIST RULES

Shareholders should note that in accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (“**Catalist Rules**”):

- (a) Rule 712(3)(a) – Confirmation from the outgoing auditors

The outgoing auditor, Mazars LLP, via its professional clearance letter dated 19 September 2023, has confirmed that they are not aware of any professional reasons why KPMG LLP should not accept appointment as auditors of the Company.

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- (b) Rule 712(3)(b) – Confirmation from the issuer as to whether there were disagreements with the outgoing auditors

The Company confirms that there were no disagreements with Mazars LLP on accounting treatments within the last twelve (12) months.

- (c) Rule 712(3)(c) – Confirmation from the issuer on circumstances connected with the change

The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.

- (d) Rule 712(3)(d) – Specific reasons for the change of auditors

The Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 11.1 of the Circular titled “*Background and Rationale for the Proposed Change of Auditors*”. The Proposed Change of Auditors was not due to the dismissal of Mazars LLP, Mazars LLP declining to stand for re-election or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules.

- (e) Rule 712(3)(e) – Compliance with Rule 712 and Rule 715

The Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the proposed appointment of KPMG LLP as the new auditors of the Company.

### NOTES:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
  2.
    - (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
    - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- “Relevant intermediary” has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the “Act”).
3. A proxy need not be a Shareholder.
  4. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
  5. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
  6. The instrument appointing a proxy or proxies must be deposited at the office of the Company's polling agent, **Complete Corporate Services Pte Ltd** at **10 Anson Road #29-07 International Plaza, Singapore 079903**, or emailed to: [3cenergy-egm@complete-corp.com](mailto:3cenergy-egm@complete-corp.com) not less than 72 hours before the time appointed for holding the meeting. If a member submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.

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7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act of 1967.
8. An investor who buys shares using CPF monies and/or SRS monies (“**CPF and SRS Investors**”) (as may be applicable) may attend and cast his vote(s) at the meeting in person. CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

### ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE EGM

All documents and information relating to the business of the EGM (comprising the Circular, together with the enclosed Notice of EGM and the accompanying Proxy Form) are available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <http://www.3cenergy.com.sg/>.

### SUBMISSION OF QUESTIONS PRIOR TO EGM

Shareholders (including CPF and SRS Investors) who have any questions in relation to any agenda item of this notice, are also encouraged to send their questions to the Company in advance, by 15 December 2023, via email to [3cenergy-egm@complete-corp.com](mailto:3cenergy-egm@complete-corp.com) or by post to **82 Ubi Avenue 4, #05-04 Edward Boustead Centre, Singapore 408832** (“**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. Questions must be submitted not later than Questions Deadline so that relevant and substantial queries may be addressed during the EGM proceedings.

The Company will endeavour to upload the Company’s responses to all substantial and relevant questions from shareholders on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <http://www.3cenergy.com.sg/> 48 hours prior to the closing date and time for lodgement of the proxy forms, i.e., by 11.00 a.m. on 21 December 2023. The Company will address those substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, which have not already been addressed prior to the EGM, during the EGM proceedings itself and through the publication of the minutes of the EGM on SGXNet and the Company’s website within one (1) month after the date of EGM.

Shareholders or their corporate representative must state his/her full name, identification/ registration number and whether he/she is a shareholder or a corporate representative of a corporate shareholder. Any question without the identification details will not be addressed.

### ATTENDANCE AT THE EGM

Due to the limited sitting capacity of the venue, only shareholders whose names appear in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM or the appointed proxy or proxies shall be entitled to attend the EGM of the Company.



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### PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guideline (collectively, the "**Purposes**"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

By order of the Board of Directors

Ong Pai Koo @ Sylvester  
Independent Non-Executive Chairman

Singapore  
7 December 2023

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*This notice has been prepared by the Company and its contents have 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 document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*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](mailto:sponsorship@ppcf.com.sg).*