

3CENERGY LIMITED

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

UPDATE ON THE SALE AND PURCHASE AGREEMENT FOR THE SALE OF SHARES BY CONTROLLING SHAREHOLDERS OF THE COMPANY

1. The board of directors (the “**Board**” or “**Directors**”) of 3Cnergy Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to its announcement dated 30 May 2022 (Announcement Reference SG220530OTHR2V83) (“**Previous Announcement**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meaning as ascribed in the Previous Announcement.
2. Further to the Previous Announcement, the Company wishes to inform shareholders that it has received a notice from the Purchaser notifying that the Purchaser has not entered into the Agreement and therefore the Agreement provided to the Company is invalid. The Company has sought to clarify the aforesaid notice and was advised by the Purchaser that:
 - (i) the Purchaser was still in discussions with the Vendors on the draft terms of the Agreement up to 30 May 2022 and the Purchaser has no knowledge of how the Vendors unilaterally executed what appears to be a previous version of the draft Agreement without their agreement and on what basis the Vendors did so. The Purchaser therefore takes the position that the alleged Agreement furnished by the Vendors to the Company is invalid; and
 - (ii) the Purchaser does not intend to proceed with the proposed acquisition of the Company’s shares, and therefore will not be entering into any Agreement or making any general offer.
3. Separately, the Company has also sought clarification from its controlling shareholder, Phileo Capital, and has been advised that:
 - (i) the Vendors categorically reject the Purchaser’s allegations and maintain their position that the parties have entered into a valid and binding Agreement in respect of the subject shares in the Company on 30 May 2022;
 - (ii) the Agreement (in the form as per the signed copy furnished by the Vendors to the Company) was executed by the Purchaser and given to the Vendors. In connection with the Proposed Sale, the Purchaser’s counsel has also given the Vendors a confirmation that the Consideration was deposited by the Purchaser with them. The Purchaser subsequently attempted to vary the terms of the Agreement, which the Vendors did not accept. The Vendors were entitled, and did proceed, to conclude the Agreement by counter-signing and dating the SPA on 30 May 2022; and
 - (iii) the Vendors take the position that the Purchaser is obliged under the concluded Agreement to complete the purchase of the subject shares.

4. The Board wishes to highlight to the Shareholders that the Group is not a party to the dispute mentioned above and has not independently verified the facts claimed by each party. Further, based on the responses furnished by the Purchaser and Phileo Capital to the Company, the Board is of the view that the dispute and positions taken by each of the Purchaser and Phileo Capital as highlighted above will not directly impact on the existing business and operations of the Group.

5. Nonetheless, the Group will take reasonable steps to keep in contact with the parties involved, and should the Group receive any further material information on this matter, the Company will make the necessary announcements. **IN THE MEANTIME, SHAREHOLDERS AND INVESTORS OF THE COMPANY ARE STRONGLY ADVISED TO EXERCISE CAUTION IN TRADING THEIR SHARES. SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO READ THIS ANNOUNCEMENT AND ANY FURTHER ANNOUNCEMENTS BY THE COMPANY CAREFULLY. SHAREHOLDERS SHOULD CONSULT THEIR STOCKBROKERS, BANK MANAGERS, SOLICITORS, OR OTHER PROFESSIONAL ADVISORS IF THEY HAVE ANY DOUBT ABOUT THE ACTIONS THEY SHOULD TAKE OR MAKING ANY INVESTMENT DECISION ON THE COMPANY'S SECURITIES.**

By Order of the Board

Ong Pai Koo @ Sylvester

Independent Non-Executive Chairman

2 June 2022

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 document, including the correctness of any of the statements or opinions made or reports contained in this document.

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