
Condensed Interim Financial Statements For the Six Months and Full Year Ended 31 December 2022

The Board of Directors of 3Cenergy Limited (the “Company”) is pleased to announce the condensed interim financial statements for the six months and full year ended 31 December 2022. The figures presented in this announcement have not been audited or reviewed by the auditors of the Company.

This announcement has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and the SGX-ST 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.

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**Condensed Interim Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the Six Months (“2H22”) and Full Year (“FY2022”) Ended 31 December 2022**

	Note	Group			Group		
		(Unaudited) 2H22#	(Unaudited) 2H21	Increase / (decrease)	(Unaudited) FY2022	(Audited) FY2021	Increase / (decrease)
		S\$'000	S\$'000	%	S\$'000	S\$'000	%
Continuing operations							
Revenue		40	71	(43.7)%	591	147	302.0 %
Cost of services rendered		(33)	(47)	(29.8)%	(92)	(93)	(1.1)%
Gross profit		7	24	(70.8)%	499	54	824.1 %
Other operating income	5	1	172	(99.4)%	5	192	(97.4)%
Sales and distribution expenses		-	-	N.M.	(1)	-	N.M.
General and administrative expenses		(263)	688	N.M.	(669)	(579)	15.5 %
Finance costs	6	(*)	895	N.M.	(*)	(*)	N.M.
(Loss)/Profit before tax	7	(255)	1,779	N.M.	(166)	(333)	(50.2)%
Income tax expense	8	-	-	N.M.	-	-	N.M.
(Loss)/Profit from continuing operations, after tax		(255)	1,779	N.M.	(166)	(333)	(50.2)%
Discontinued operations							
(Loss)/Profit from discontinued operations		-	(8,314)	N.M.	6,425	(8,314)	N.M.
(Loss)/Profit for the period / year		(255)	(6,535)	(96.1)%	6,259	(8,647)	N.M.
Other comprehensive income (loss)							
Items that may be reclassified subsequently to profit & loss							
- Exchange differences on translation of financial statements of foreign subsidiaries		4	10	(60.0)%	212	(83)	N.M.
Other comprehensive income (loss) for the period / year, net of tax		4	10	(60.0)%	212	(83)	N.M.
Total comprehensive (loss) / income for the period / year		(251)	(6,525)	(96.2)%	6,471	(8,730)	N.M.
Attributable to owners of the Company:							
(Loss)/Profit from continuing operations		(255)	1,779	N.M.	(166)	(333)	(50.2)%
(Loss)/Profit from discontinued operations		-	(8,314)		6,425	(8,314)	
(Loss)/Profit for the period / year		(255)	(6,535)	(96.1)%	6,259	(8,647)	N.M.
Attributable to owners of the Company:							
(Loss)/Profit from continuing operations		(251)	1,878	N.M.	(156)	(327)	(52.3)%
(Loss)/Profit from discontinued operations		-	(8,403)		6,627	(8,403)	
Total comprehensive (loss) income for the period / year		(251)	(6,525)	(96.2)%	6,471	(8,730)	N.M.
Earnings/(Loss) per share attributable to the owners of the Company (cents per share)							
<i>Basic</i>							
From continuing operations		(0.01)	0.06	N.M.	(0.01)	(0.01)	- %
From discontinued operations		-	(0.27)	N.M.	0.21	(0.27)	N.M.
<i>Diluted</i>							
From continuing operations		(0.01)	0.06	N.M.	(0.01)	(0.01)	- %
From discontinued operations		-	(0.27)	N.M.	0.21	(0.27)	N.M.
Earnings/(Loss) per share (cents per share)							
Basic		(0.01)	(0.21)	(95.2)%	0.20	(0.28)	N.M.
Diluted		(0.01)	(0.21)	(95.2)%	0.20	(0.28)	N.M.

Notes:

N.M. – Not meaningful

– The figures for the six months ended 31 December 2022 (“2H2022”) are derived at by subtracting the figures for the six months ended 30 June 2022 (“1H2022”) from the twelve months ended 31 December 2022 (“FY2022”)’s figures. The following reclassifications have been made to the 1H2022’s figures:

i) gain from the disposal of 3C Marina Park Sdn Bhd; instead of recording as a gain from other operating income, it was reclassified to discontinued operation.

ii) reversal of contract liabilities; instead of recording in other operating income, it was reclassified to revenue.

(*) – Less than \$1,000

Condensed Interim Statements of Financial Position
As at 31 December 2022

Note	Group		Company	
	(Unaudited) 31-12-2022	(Audited) 31-12-2021	(Unaudited) 31-12-2022	(Audited) 31-12-2021
	S\$'000	S\$'000	S\$'000	S\$'000
Assets				
Non-current assets				
	2	5	2	3
Property, plant and equipment				
Other intangible assets	-	-	-	-
Investments in subsidiaries	-	-	155	9,762
	<u>2</u>	<u>5</u>	<u>157</u>	<u>9,765</u>
Current assets				
Trade receivables	9	11	-	-
Other receivables and deposits	8	34	-	1
Prepayments	19	6	17	6
Amount due from subsidiaries	-	-	12	20,678
Tax recoverable	-	1	-	-
Cash and cash equivalents	379	693	214	443
Disposal group assets classified as held for sale	-	80,168	-	-
	<u>415</u>	<u>80,913</u>	<u>243</u>	<u>21,128</u>
Total assets	<u>417</u>	<u>80,918</u>	<u>400</u>	<u>30,893</u>
Equity and liabilities				
Current liabilities				
Trade payables	-	5	-	5
Other payables and accruals	95	123	78	90
Contract liabilities	-	535	-	-
Amount due to subsidiaries	-	-	-	-
Lease liabilities	9	2	1	2
Disposal group liabilities classified as held for sale	-	50,702	-	-
	<u>96</u>	<u>51,367</u>	<u>79</u>	<u>97</u>
Non-current liabilities				
Lease liabilities	9	2	1	2
Deferred tax liabilities	1	1	-	-
	<u>2</u>	<u>3</u>	<u>1</u>	<u>2</u>
Total liabilities	<u>98</u>	<u>51,370</u>	<u>80</u>	<u>99</u>
Net assets	<u>319</u>	<u>29,548</u>	<u>320</u>	<u>30,794</u>
Equity attributable to owners of the Company				
Share capital	3,264	143,292	3,264	177,822
Accumulated losses and other reserves	(2,945)	(113,744)	(2,944)	(147,028)
Net equity	<u>319</u>	<u>29,548</u>	<u>320</u>	<u>30,794</u>
Total equity and liabilities	<u>417</u>	<u>80,918</u>	<u>400</u>	<u>30,893</u>

Condensed Interim Consolidated Statement of Cash Flows
for the Financial Year Ended 31 December 2022

Note	Group	
	(Unaudited) 31 Dec 2022 S\$'000	(Audited) 31 Dec 2021 S\$'000
Cash flows from operating activities		
Loss before taxation from continuing operations	(166)	(333)
Profit/(Loss) before taxation from discontinued operations	6,425	(8,314)
	6,259	(8,647)
Adjustments for:		
Depreciation of property, plant and equipment	7	3
Amortisation of other intangible assets	7	-
Impairment of land held for property development		-
Interest income		(4)
Interest expense	6	648
Reversal of contract liabilities		(455)
Gain on disposal of subsidiary		(7,523)
Unrealised exchange differences		76
		6
		68
		5,387
		(10)
		1,799
		-
		-
		582
Operating cash flows before changes in working capital	(996)	(815)
Decrease in receivables	18	24
Increase in contract liabilities	-	91
Decrease in payables	(157)	(273)
Cash used in operations	(1,135)	(973)
Interest received	4	10
Interest paid	(648)	(1,794)
Income tax paid	-	(1)
Net cash used in operating activities	(1,779)	(2,758)
Cash flows from investing activities		
Proceeds from disposal of a subsidiary, net of cash disposed	3,869	-
Net cash from investing activities	3,869	-
Cash flows from financing activities		
Proceeds from shareholders loan	1,000	2,000
Principal elements of lease payments	(2)	(1)
Capital reduction	(4,021)	-
Net cash (used) in / from financing activities	(3,023)	1,999
Net decrease in cash and cash equivalents	(933)	(759)
Cash and cash equivalents at beginning of the year	1,312	2,071
Cash and cash equivalents at end of the year	379	1,312
Cash and bank balances		
- Continuing operations	379	693
- Discontinued operations	-	619
Cash and cash equivalents in the consolidated cash flow statement	379	1,312

**Condensed Interim Statements of Changes in Equity
for the Financial Year Ended 31 December 2022**

	Attributable to owners of the Company			
	Share capital	Translation reserve	Accumulated losses	Total equity
	\$'000	\$'000	\$'000	\$'000
Group				
Balance at 1 January 2021 (Audited)	143,292	(176)	(104,838)	38,278
Loss for the year	-	-	(8,647)	(8,647)
Other comprehensive income for the period, net of tax	-	(83)	-	(83)
Total comprehensive income for the year	-	(83)	(8,647)	(8,730)
Balance at 31 December 2021 (Audited)	143,292	(259)	(113,485)	29,548
Balance at 1 January 2022 (Audited)	143,292	(259)	(113,485)	29,548
Capital reduction via writing off accumulated losses	(104,328)	-	104,328	-
Capital reduction via cash distribution	(35,700)	-	-	(35,700)
Profit for the year	-	-	6,259	6,259
Other comprehensive income for the period, net of tax	-	212	-	212
Total comprehensive income for the year	-	212	6,259	6,471
Balance at 31 December 2022 (Unaudited)	3,264	(47)	(2,898)	319

	Attributable to owners of the Company			
	Share capital	Translation reserve	Accumulated losses	Total equity
	\$'000	\$'000	\$'000	\$'000
Company				
Balance at 1 January 2021 (Audited)	177,822	-	(138,857)	38,965
Loss for the year representing				
Total comprehensive loss for the year	-	-	(8,171)	(8,171)
Balance at 31 December 2021 (Audited)	177,822	-	(147,028)	30,794
Balance at 1 January 2022 (Audited)	177,822	-	(147,028)	30,794
Capital reduction via writing off accumulated losses	(138,858)	-	138,858	-
Capital reduction via cash distribution	(35,700)	-	-	(35,700)
Profit for the year representing				
Total comprehensive income for the year	-	-	5,226	5,226
Balance at 31 December 2022 (Unaudited)	3,264	-	(2,944)	320

Selected Notes to the Full Year Financial Statements

1. Corporate information

3Cenergy Limited (the “Company”) is incorporated in the Republic of Singapore. The registered office and principal place of business of the Company is located at 82 Ubi Avenue 4, #05-04 Edward Boustead Centre, Singapore 408832.

These condensed six months and twelve months financial statements for the financial period and year ended 31 December 2022 comprise the Company and its subsidiaries (collectively, the “Group”).

The principal activity of the Company is that of investment holding. The principal activities of its significant subsidiaries relate to property development management and property valuation services.

2. Basis of preparation

The condensed six months and twelve months financial statements for the financial period and year ended 31 December 2022 respectively have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and the performance of the Group since the last annual financial statements for the year ended 31 December 2021 and public announcement made by the Company during the interim reporting period.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as mentioned in Note 2.1.

The condensed six months and twelve months financial statements are presented in Singapore dollar which is the Company’s functional currency.

2.1 New and amended standards adopted by the Group

A number of amendments to Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

2.2 Use of estimates and judgements

In preparing the condensed six months and twelve months financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements as at and for the year ended 31 December 2021.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In the process of applying the Group’s accounting policies, management is of the opinion that any instances of application of judgements are not expected to have significant effect on the amounts recognised in the financial statements.

3 Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial year.

4 Segment and revenue information

The Company considers that the entire Group's operations constitute a single business segment, which is integrated property development management and real estate valuation and appraisal services and two geographical segments which are Singapore and Malaysia. Accordingly, no business segment information is presented.

	Revenue from external customers				Non-current assets	
	2H22	2H21	FY2022	FY2021	FY2022	FY2021
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Singapore	13	20	35	52	2	4
Malaysia	27	51	556	95	-	1
	40	71	591	147	2	5

5 Other operating income

	(Unaudited) 2H22	(Unaudited) 2H21	Increase / (decrease)	(Unaudited) FY2022	(Audited) FY2021	Increase / (decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Continuing operations						
Government grants	-	-	N.M.	-	14	N.M.
Interest income	-	(3)	N.M.	2	3	(33.3)%
Miscellaneous income	1	175	(99.4)%	3	175	(98.3)%
	1	172	(99.4)%	5	192	(97.4)%
Discontinued operations						
Interest income	-	7	N.M.	2	7	(71.4)%
Gain on disposal of subsidiary	-	-	N.M.	7,523	-	N.M.
Miscellaneous income	-	10	N.M.	-	10	N.M.
	-	17	N.M.	7,525	17	44,164.7 %
	1	189	(99.5)%	7,530	209	3,502.9 %

Notes: N.M. – Not meaningful

6 Finance costs comprised the following:

	(Unaudited) 2H22	(Unaudited) 2H21	Increase / (decrease)	(Unaudited) FY2022	(Audited) FY2021	Increase / (decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Continuing operations						
Interest on lease liabilities	(*)	(*)	N.M.	(*)	(*)	N.M.
Loan interest expense	-	(895)	N.M.	-	-	N.M.
	-	(895)	N.M.	-	-	N.M.
Discontinued operations						
Loan interest expense	-	1,799	N.M.	648	1,799	(64.0)%
	-	904	N.M.	648	1,799	(64.0)%

Notes:
N.M. – Not meaningful
(*) – Less than \$1,000

7 Profit/(Loss) before tax is stated after charging the following:

	(Unaudited) 2H22	(Unaudited) 2H21	Increase / (decrease)	(Unaudited) FY2022	(Audited) FY2021	Increase / (decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Continuing operations						
After charging:						
Staff costs (including directors' remuneration)	100	118	(15.3)%	218	231	(5.6)%
Depreciation of plant and equipment	1	1	- %	2	4	(50.0)%
Amortisation of other intangible assets	-	34	N.M.	-	68	N.M.
Directors fees	43	28	53.6 %	79	56	41.1 %
Rental of premises	1	1	- %	2	2	- %
Net foreign exchange loss	(2)	(560)	(99.6)%	-	-	N.M.
Professional fees	19	36	(47.2)%	161	40	302.5 %
Discontinued operations						
Depreciation of plant and equipment	-	2	N.M.	1	2	(50.0)%
Net foreign exchange loss	-	551	N.M.	-	551	N.M.
Impairment of land held for property development	-	5,387	N.M.	-	5,387	N.M.

Notes: N.M. – Not meaningful

8. Borrowings

Principal amount repayable in one year or less, or on demand

As at 31 Dec 2022		As at 31 Dec 2021	
Secured	Unsecured	Secured	Unsecured
<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>
1	-	2	-

Principal amount repayable after one year

As at 31 Dec 2022		As at 31 Dec 2021	
Secured	Unsecured	Secured	Unsecured
<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>
1	-	2	-

The Group's borrowings consist of lease liabilities.

The lease liabilities related to office equipment leasing for the Group's operations. The lease for the office equipment is payable in 60 monthly installments with effect from 1 April 2019.

Other Information required under Listing Manual

1(a)(i) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

(A) Share Capital

	Company	
	No of shares issued	Share capital S\$'000
Issued and fully paid:		
As at 1 January 2022	3,067,053,978	177,822
Capital reduction	-	(174,558)
As at 31 Dec 2022	3,067,053,978	3,264

There has been no change in the Company's total number of issued shares of 3,067,053,978 for the financial year ended 31 December 2022. During the year, the Company undertook a capital reduction exercise which involved writing-off the accumulated losses of the Company as at 31 December 2020 to the extent of S\$138.86 million and a cash distribution of S\$35.70 million to its shareholders on the basis of S\$0.011639834 per ordinary share in the capital of the Company. The capital reduction exercise did not result in any change in the number of issued shares of the Company.

(B) Convertibles and treasury shares

There were no other outstanding convertibles, treasury shares and subsidiary holdings held or issued as at 31 December 2022 and 31 December 2021.

1(a)(ii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	Company	
	As at 31-Dec-22	As at 31-Dec-21
Total number of issued shares (excluding treasury shares)	3,067,053,978	3,067,053,978

The Company has no treasury shares as at 31 December 2022 and 31 December 2021.

1(a)(iii) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. The Company did not have any treasury shares during and as at the end of the current financial year reported on.

1(a)(iv) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. The Company did not have any subsidiary holdings during and as at the end of the current financial year reported on.

2. Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the Company's auditor.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).

Not applicable.

3A. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion.

- (a) Updates on the efforts taken to resolve each outstanding audit issues.**
- (b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.**

This is not required for any audit issue that is a material uncertainty relating to going concern.

Not applicable. The latest financial statements are not subject to an adverse opinion, qualified opinion or disclaimer of opinion.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

The Group has applied the same accounting policies and methods of computation in the financial statements for the current financial year compared with those for the audited financial statements for the financial year ended 31 December 2021.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Not applicable as there are no changes to the accounting policies or methods adopted by the Group since its most recently audited financial year ended 31 December 2021.

6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	Group	
	(Unaudited) 31-Dec-22	(Audited) 31-Dec-21
Earnings/(Loss) per share from continuing operations (in cents):-		
(a) Basic earnings/(loss) based on the weighted average number of ordinary shares on issue	(0.01)	(0.01)
(b) On fully diluted basis	(0.01)	(0.01)
Earnings/(Loss) per share from continuing and discontinued operations (in cents):-		
(a) Basic earnings/(loss) per share based on the weighted average number of ordinary shares on issue	0.20	(0.28)
(b) On fully diluted basis	0.20	(0.28)
Weighted average number of shares used in computation of basic earnings per share	3,067,053,978	3,067,053,978

Basic earnings (loss) per ordinary share is computed by dividing the net loss or net profit attributable to the equity holders in each financial year by the weighted average number of ordinary shares in issue during the respective financial year.

The Group has no dilution in its earnings per share as at 31 December 2022 and 31 December 2021.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current period reported on; and (b) immediately preceding financial year.

	Group		Company	
	(Unaudited) 31-Dec-22	(Audited) 31-Dec-21	(Unaudited) 31-Dec-22	(Audited) 31-Dec-20
Net asset value ("NAV") per ordinary share based on issued share capital (in cents)	0.01	0.96	0.01	1.00
Number of Issued shares (excluding treasury shares)	3,067,053,978	3,067,053,978	3,067,053,978	3,067,053,978

The NAV per ordinary share for the Group and the Company as at 31 December 2022 and 31 December 2021 were calculated based on the respective NAV for the Group and the Company divided by the number of issued shares as at the respective balance sheet date.

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

INCOME STATEMENT

Six months ended 31 December 2022 ("2H22") vs Six months ended 31 December 2021 ("2H21")

Overview

On 23 February 2022, the Company has entered into a conditional sale and purchase agreement with Puteri Harbour Pte Ltd ("**Purchaser**") pursuant to which the Company has agreed to dispose shares representing 100% of the issued share capital in 3C Marina Park Sdn Bhd ("**3CMP**") to the Purchaser ("**Proposed Disposal**"). After the Company entered into the conditional sale and purchase agreement, the Group has reclassified 3CMP as a disposal group held for sale in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*. Accordingly, all income and expenses relating to 3CMP have been reclassified to Profit/Loss from discontinued operations. The Proposed Disposal was completed on 13 May 2022.

The Group's recorded loss after tax of S\$0.26 million in the six months financial period ended 31 December 2022 ("**2H22**") as compared to loss after tax of S\$6.54 million in the six months financial period ended 31 December 2021 ("**2H21**") mainly due to the fact that all expenses relating to 3CMP have been removed after the completion of disposal on 13 May 2022.

Continuing operations

Revenue

The Group's revenue is mainly derived from project management services rendered by Orientis Solutions Sdn Bhd ("**OSSB**") and it has decreased by approximately S\$31,000 or 43.7% from S\$71,000 in 2H21 to S\$40,000 in 2H22. The decrease was mainly due to lower revenue recognition attributable to the termination of letter of appointment with Publiq Development Group Sdn Bhd as announced on 30 June 2022.

Cost of services rendered

Cost of services rendered has decreased by approximately S\$14,000 from S\$47,000 in 2H21 to S\$33,000 in 2H22 mainly due to decrease in staff costs arising from the change in staff costs allocation in line with time spent.

Other operating income

Other operating income comprised mainly miscellaneous income. Other operating income decreased by approximately S\$171,000 or 99.4% from S\$172,000 in 2H21 to S\$1,000 in 2H22. The decrease was mainly due to absence of reversal of payables and accruals in 2H22.

General and administrative expenses ("G&A Expenses")

G&A Expenses comprised mainly salaries and related costs, professional fees, foreign exchange loss and annual listing expenses. The decrease in G&A Expenses from positive S\$0.69 million in 2H21 to negative \$0.26 million in 2H22 was mainly attributable to the classification of 3CMP as a disposal group held for sale and all G&A Expenses relating to 3CMP being classified under discontinued operations in 2H21.

Finance Costs

Finance costs comprised mainly loan interest expense. The decrease in finance costs from positive S\$0.90 million in 2H21 to approximately \$Nil in 2H22 was mainly due to the classification of 3CMP as a disposal group held for sale and all loan interest expense relating to 3CMP being classified under discontinued operations in 2H21.

Twelve months ended 31 December 2022 (“FY2022”) vs Twelve months ended 31 December 2021 (“FY2021”)

Overview

The Group's recorded profit after tax of S\$6.26 million in FY2022 as compared to loss after tax of S\$8.65 million in FY2021 mainly due to gain on disposal of subsidiary 3CMP of S\$7.52 million.

Continuing operations

Revenue

The Group's revenue is mainly derived from project management services rendered by Orientis Solutions Sdn Bhd (“OSSB”) and it has increased by approximately S\$444,000 or over 100% from S\$147,000 in FY2021 to S\$591,000 in FY2022. The increase was mainly due to reversal of contract liabilities which are no longer required following the termination of letter of appointment with Publiq Development Group Sdn Bhd as announced on 30 June 2022.

Other operating income

Other operating income comprised mainly miscellaneous income. Other operating income decreased by approximately S\$192,000 or 97.4% from S\$192,000 in FY2021 to S\$5,000 in FY2022. The decrease was mainly due to absence of reversal of payables and accruals in FY2022.

General and administrative expenses (“G&A Expenses”)

G&A Expenses comprised mainly salaries and related costs, professional fees, director fees and annual listing expenses. The increase in G&A Expenses from S\$579,000 in FY2021 to \$669,000 in FY2022 was mainly attributable to the professional fees incurred for the disposal of 3CMP in FY2022.

BALANCE SHEET

Following the completion of the Proposed Disposal on 13 May 2022, all assets and liabilities relating to 3CMP have been zeroed as at 31 December 2022. The completion of the Proposed Disposal has resulted in the disposal group assets classified as held for sale under current assets and disposal group liabilities classified as held for sale under current liabilities being disposed-off as at 31 December 2022.

Other receivables and deposits decreased by approximately S\$26,000 from S\$34,000 as at 31 December 2021 to S\$8,000 as at 31 December 2022 due to other receivables being written off in FY2022 as a result of termination of service by a subsidiary of the Company.

Prepayments increased by approximately S\$13,000 from S\$6,000 as at 31 December 2021 to S\$19,000 as at 31 December 2022 due to prepaid of year 2023 insurance recorded in FY2022.

Cash and cash equivalents decreased by approximately S\$314,000 mainly due to payments made for working capital purposes during the financial year.

Other payables and accruals decreased by approximately S\$28,000 from S\$123,000 as at 31 December 2021 to S\$95,000 as at 31 December 2022, mainly due to decrease in accrual of professional fees as at 31 December 2022.

Contract liabilities decreased by S\$535,000 from S\$535,000 as at 31 December 2021 to S\$Nil as at 31 December 2022. The decrease was due to the reversal of contract liabilities which are no longer required following the termination of letter of appointment with Publiq Development Group Sdn Bhd on 30 June 2022.

The Group reported a positive working capital of S\$0.32 million as at 31 December 2022 as compared to S\$29.55 million as at 31 December 2021. Outstanding cash balance as at 31 December 2022 stood at approximately S\$0.38 million.

CASH FLOW STATEMENT

Net cash used in operating activities in FY2022 was approximately S\$1.78 million, mainly due to an operating cash outflow of approximately S\$1.00 million before changes in working capital, interest paid of S\$0.65 million, and a decrease in payables of S\$0.16 million.

Net cash generated from investing activities amounted to approximately S\$3.87 million in FY2022 was due to net proceeds from disposal of subsidiary 3CMP of approximately S\$3.87 million during the financial year.

Net cash used in financing activities amounted to approximately S\$3.02 million in FY2022 mainly attributable to the cash distribution to minority shareholders of S\$4.02 million and offset with inflows from the proceeds from shareholders loan of S\$1.00 million during the financial year.

The Group recorded a net decrease in cash and cash equivalents of approximately S\$0.93 million in FY2022.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not Applicable. No forecast or prospect statement has been previously disclosed to shareholders.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Following the completion of the Proposed Disposal, the Group will continue to focus on its current business of integrated property development management and real estate valuation and appraisal services. The Group will also consider new business opportunities as and when they arise and will make the necessary announcements in compliance with applicable Catalist Rules.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No.

(c) Whether the dividend is before tax, net of tax or tax-exempt

Not applicable.

(d) Date payable

Not applicable.

(e) Books closure date

Not applicable.

12. If no dividend has been declared or recommended, a statement to that effect and the reason(s) for the decision.

No dividend has been declared or recommended for FY2022 so as to conserve cash for operation requirements.

13. If the Group has obtained a general mandate from shareholders for Interested Person Transactions (“IPTs”), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group had obtained a general mandate from shareholders for IPT which was approved at the Company’s annual general meeting on 26 April 2022.

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under Shareholders’ general mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted under Shareholders’ general mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S\$100,000)
	S\$	S\$
Public Development Group Sdn Bhd Project Consultancy Services & recovery of incidentals	-	72
3C Marina Park Sdn Bhd Provision of finance & accounting services and facilities management services	-	37,678

14. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Board of Directors of 3Cenergy Limited hereby confirms that the undertakings under Rule 720 (1) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, have been obtained from all the directors and executive officers as required in the format set out in Appendix 7H.

15. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10).

The Company confirms that there is no person who is a relative of a director or a chief executive officer or a substantial shareholder of the issuer occupying managerial position.

16. A breakdown of sales and results as follows:

	Group		
	FY ending 31 December 2022	FY ending 31 December 2021	Increase / (decrease)
	S\$'000	S\$'000	
(a) Sales reported for first half year	551	76	625.0 %
(b) Operating profit/(loss) after tax reported for the first half year	6,514	(2,112)	N.M.
(c) Sales reported for second half year	40	71	(43.7)%
(d) Operating loss after tax reported for the second half year	(255)	(6,535)	(96.1)%

For review of performance, please refer to Note 8.

17. Disclosures pursuant to Catalist Rule 706A.

The Company had, on 23 February 2022, entered into a conditional sale and purchase agreement (“**Sale and Purchase Agreement**”) with Puteri Harbour Pte Ltd (“**Purchaser**”) pursuant to which the Company has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase, the entire issued ordinary shares (“**Sale Shares**”) of 3C Marina Park Sdn Bhd (“**3CMP**”), a wholly-owned subsidiary of the Company, for an aggregate consideration of S\$36.0 million (“**Consideration**”), subject to the terms and conditions of the Sale and Purchase Agreement (“**Proposed Disposal**”).

The Consideration was arrived at arm's length on a ‘willing buyer willing seller’ basis between the Purchaser and the Company, and after taking into account, the following:

- the financial results and position of 3CMP based on the audited financial information of the Group for FY2020 and the unaudited financial information of the Group for FY2021, including without limitation the NTA/book value of 3CMP and the outstanding PPB Loan;
- the rationale for and benefits to the Group arising from the Proposed Disposal, details of which are set out in the Company’s circular dated 28 February 2022;
- the Valuation Report; and
- the historical operating track record of 3CMP.

The Consideration shall be satisfied as follows:

- (a) a cash sum of S\$4.32 million shall be paid to the Company on Completion (“**Cash Consideration**”); and
- (b) the balance consideration of S\$31.68 million (“**Balance Consideration**”) shall be paid or deemed paid by the set-off against the aggregate Cash Distribution Amount due to the Relevant Shareholders pursuant to the Proposed Cash Distribution and for this purpose, the Company and the Purchaser shall execute, and the Purchaser shall procure that all the Relevant Shareholders execute, a set-off letter in the form as set out in the Sale and Purchase Agreement.

Based on the unaudited financial statements of 3CMP as at 13 May 2022, the net asset value of the Sale Shares was approximately S\$28.48 million (after foreign exchange translation adjustment).

Please refer to the Company’s circular dated 28 February 2022 for further details on the Proposed Disposal.

18. Update on the use of Rights Issue proceeds

The Company refers to its announcement of changes in the use of proceeds of the Rights Issue (the “**Re-allocation Announcement**”) dated 20 January 2020 and provides an update below. Unless otherwise defined, all capitalised terms shall have the meanings ascribed to them in the Re-allocation Announcement and offer information statement dated 20 April 2018.

Intended use of proceeds	Amount Allocated S\$’000	Cumulative amount utilised as per Re-allocation Announcement S\$’000	Cumulative amount utilised to-date S\$’000	Balance S\$’000
Expenses incurred in relation to Rights Issue ⁽¹⁾	258	(258)	(258)	-
Partial repayment of Term Loans	22,777	(18,377)	(22,777)	-
General working capital ⁽²⁾	8,467	(5,881)	(8,467)	-
Total	31,502	(24,516)	(31,502)	-

Notes:

- (1) Expenses incurred in relation to the Rights Issue relate to Professional Fees and Listing Fees.
- (2) General working capital includes directors’ fees, salary related expenses, payment to supplier and other operating costs.

The use of proceeds from the Rights Issue as disclosed above is in accordance with the intended uses as disclosed in the Offer Information Statement and the Re-allocation.

The proceeds of S\$31.50 million raised from the Rights Issue has been fully utilised as at 31 December 2022

BY ORDER OF THE BOARD

Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman
Date: 22 February 2023