

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

- WAIVER FROM COMPLIANCE WITH (I) RULE 1015(3)(B)(I) OF THE CATALIST RULES IN RESPECT OF MORATORIUM REQUIREMENTS APPLICABLE TO EXISTING CONTROLLING SHAREHOLDERS; AND (II) RULE 1015(4)(A) OF THE CATALIST RULES IN RESPECT OF DISCLOSURE OF PRO FORMA FINANCIAL STATEMENTS OF THE ENLARGED GROUP IN THE SHAREHOLDERS' CIRCULAR TO BE ISSUED

All capitalized terms which are used in this announcement but not otherwise defined shall have the meanings ascribed to them in the announcements dated 12 June 2023 and 6 July 2023 (collectively, the "RTO Announcements").

1. INTRODUCTION

- 1.1 The Board of Directors (the "**Board**" or the "**Directors**") of 3Cnergy Limited ("**Company**" and together with its subsidiaries, the "**Group**") refers to the RTO Announcements in respect of, *inter alia*, the Proposed Acquisition and the Proposed Disposal.
- 1.2 As disclosed in the RTO Announcements, the Proposed Acquisition will result in the reverse takeover of the Company and is subject to, *inter alia*, Rule 1015 of the Catalist Rules.
- 1.3 Under Rule 1015(3)(b)(i) of the Catalist Rules, the moratorium requirements of Rules 420, 421 and 422 or 443 of the Catalist Rules (the "**Moratorium Requirements**"), are applicable to:
 - (a) persons who are existing controlling shareholders or who will become controlling shareholders of the issuer as a result of the asset acquisition; and
 - (b) associates of any person in paragraph 1.3(a) above.
- 1.4 As at the date of this announcement, the existing controlling shareholders of the Company who will be subject to the Moratorium Requirements comprise:
 - (a) Phileo Capital Limited, which holds directly 1,187,672,240 Shares representing approximately 38.72% of the issued share capital of the Company;
 - (b) Tan Sri Tong Kooi Ong ("**Tan Sri Tong**"), who is deemed interested in the 1,187,672,240 Shares held by Phileo Capital Limited as Tan Sri Tong is the sole ultimate beneficial owner of Phileo Capital Limited through TMF Trustees Singapore Limited, the trustee of a family trust of which Tan Sri Tong is the sole beneficiary;

- (c) Champion Brave Sdn Bhd ("**Champion Brave**"), which holds directly 636,815,920 Shares representing approximately 20.76% of the issued share capital of the Company; and
- (d) Tan Sri Lee Oi Hian, who is deemed interested in the 636,815,920 Shares held by Champion Brave as Tan Sri Lee Oi Hian is a 99.99% majority shareholder of Champion Brave,

(collectively, the "**Existing Controlling Shareholders**").

- 1.5 Separately, under Rule 1015(4)(a) of the Catalist Rules, the Company is required to disclose in the Circular information required under Parts 2 to 11 of the Fifth Schedule, Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 (the "**SFR Fifth Schedule**"). In particular, paragraph 24 of Part 9 of the SFR Fifth Schedule requires the pro forma financial statements of the Enlarged Group for the most recently completed financial year and any relevant interim financial period to be disclosed in the Circular (the "**Relevant Pro Forma Financial Statements**").

2. APPLICATION FOR WAIVER OF THE CATALIST RULES

The Company, through PrimePartners Corporate Finance Pte. Ltd., in their capacity as the financial adviser to the Company in respect of the Proposed Acquisition, had applied to the SGX-ST to seek a waiver of the following requirements under the Catalist Rules:

- (a) Rule 1015(3)(b)(i) of the Catalist Rules in respect of the Shares of the Company held by the Existing Controlling Shareholders (the "**Moratorium Waiver**"); and
- (b) Rule 1015(4)(a) of the Catalist Rules (when read with, *inter alia*, Rule 407(1) of the Catalist Rules) in respect of the disclosure of the Relevant Pro Forma Financial Statements in the Circular to be despatched to shareholders (the "**Pro Forma Waiver**").

3. GRANT OF WAIVERS

The Board wishes to announce that on 4 August 2023, the SGX-ST informed the Company that it has no objections to granting the Moratorium Waiver and the Pro Forma Waiver, subject to:

- (a) the Company making a SGXNet announcement of the Moratorium Waiver and Pro Forma Waiver granted, stating the reasons for seeking the Moratorium Waiver and the Pro Forma Waiver and the conditions as per Rule 106 of the Catalist Rules, and in relation to the Pro Forma Waiver, that the Company and/or its Board of Directors are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to investors;
- (b) the disclosure of the Moratorium Waiver and the Pro Forma Waiver granted and the respective bases for seeking the Moratorium Waiver and Pro Forma Waiver in the Circular; and

- (c) submission of a written confirmation from the Company that the Moratorium Waiver and the Pro Forma Waiver do not contravene any laws and regulations governing the Company and its constituent documents.

4. RATIONALE FOR APPLICATION OF THE MORATORIUM WAIVER AND THE PRO FORMA WAIVER

4.1 In connection with the condition set out in paragraph 3(a) above, the Company hereby sets out the reasons for seeking the waivers.

4.2 The reasons for the application of the Moratorium Waiver are as follows:

- (a) Pursuant to Rule 419 of the Catalist Rules, the intended purpose of imposing moratorium requirements on promoters and investors is (in the case of promoters) to maintain the promoters' commitment to the issuer and align their interests with that of public shareholders, and (in the case of investors other than promoters) to promote the interests of a fair and orderly market.
- (b) The Existing Controlling Shareholders are not considered to be promoters of the incoming assets of Target Group as:
 - (i) they and their associates are not controlling shareholders of Target Group; and
 - (ii) they are not executive directors nor involved in the day-to-day management and operations of the Target Group.
- (c) The Existing Controlling Shareholders are not considered to be investors of the Target Group as they do not have any shareholding interest in the Target Group.
- (d) Furthermore, upon completion of the Proposed Acquisition, each Existing Controlling Shareholder will cease to be a controlling shareholder of the Company and will not have any board representation on the Company or any of its subsidiaries, and will not have any significant influence on the management or operations of the Enlarged Group.
- (e) For the avoidance of doubt, the relevant promoters of the Target Group will be providing an undertaking to observe the relevant moratorium requirements and this will achieve the aim of Rule 419 of the Catalist Rules to maintain the promoters' commitment to the issuer and to align their interests with that of public shareholders.

4.3 Separately, the Company sought the Pro Forma Waiver for the following reasons:

- (a) The applicable financial statements required to be disclosed in the Circular pursuant to the SFR Fifth Schedule and the Catalist Rules, comprising the audited financial information of the assets to be acquired (in this case, Target Group) for the latest three (3) financial years ended 31 December 2020, 2021 and 2022 and the unaudited interim financial information for the 3-month period ended 31 March 2023 (collectively, the "**Applicable Financial Statements**"), will be prepared in accordance with the International Financial Reporting Standards for inclusion in the Circular in accordance with the requirements of the Catalist Rules.

- (b) Pursuant to the terms of the Acquisition SPA, the Company has undertaken to complete the liquidation or disposal of all of its business carried on prior to the completion date of the Acquisition SPA. In connection with this, the Company has announced on 6 July 2023 that it had entered into the Disposal SPAs to dispose of the entire issued share capital of its subsidiaries, namely Orientis Solutions Sdn Bhd and 3C Property Consultants Pte Ltd, pursuant to the terms and conditions of the Disposal SPAs. Accordingly, following the completion of the Proposed Acquisition, the Company's business and assets are envisaged to comprise only the business and assets of the Target Group.
- (c) In view that the future business and assets of the Company will comprise only the business and assets of the Target Group following the completion of the Proposed Acquisition, the Applicable Financial Statements which will set out the relevant financial information of the business and assets of the Target Group would adequately reflect the economic substance of the Enlarged Group. It was submitted that the pro forma financial information of the Enlarged Group would not be meaningful nor material to the Company's shareholders in arriving at their decision on whether or not to approve the Proposed Acquisition at the extraordinary general meeting to be held in relation to, *inter alia*, the Proposed Disposal and the Proposed Acquisition.
- (d) In connection with preparing and reporting the Relevant Pro Forma Financial Statements, the Company would have to expend additional time and resources whilst incurring higher costs from mandating the reporting accountants to review the Relevant Pro Forma Financial Statements as part of their scope of work. As such, the Company is of the opinion that the cost of preparing and reporting the Relevant Pro Forma Financial Statements outweighs the benefits to its shareholders as the Applicable Financial Statements of the assets to be acquired would substantially and sufficiently reflect the economic substance of the listed group following the completion of the Proposed Acquisition, and accordingly, the exclusion of the Relevant Pro Forma Financial Statements would not be prejudicial to the interests of the Company's shareholders.

4.4 The Board wishes to confirm that the Company and the Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to investors.

4.5 With the disclosures and confirmation in this announcement, the Company has complied with the waiver condition set out in paragraph 3(a) above.

5. FURTHER INFORMATION

The Company will make the necessary announcements as and when there are further material developments on the Proposed Acquisition and Proposed Disposal and other matters contemplated by this announcement and the RTO Announcements.

6. 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 Disposal will be completed. The Company will make the necessary announcements when there are further material developments on the Proposed Acquisition and/or the Proposed Disposal. 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 about the actions they should take.

By Order of the Board

Ong Pai Koo @ Sylvester
Independent Non-Executive Chairman
7 August 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 document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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