

PROSPER CAP CORPORATION LIMITED

(formerly known as 3Cnergy 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 (THE “PROPOSED ACQUISITION”)

- COMPLETION OF THE PROPOSED ACQUISITION

All capitalised 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, 6 July 2023, 7 August 2023, 23 August 2023, 26 October 2023, 6 November 2023, 29 November 2023, 7 December 2023, 12 December 2023, 20 December 2023, 22 December 2023, 26 December 2023 and 2 January 2024 (the “RTO Announcements”) and the circular to shareholders of 3Cnergy Limited (the “Company”) dated 7 December 2023 (the “Circular”) in relation to, inter alia, the Proposed Acquisition.

1. INTRODUCTION

The Board of Directors of the Company (the “**Board**” or the “**Directors**”) refers to the RTO Announcements, and the Circular, in relation to, *inter alia*, the Proposed Acquisition and the Proposed Share Consolidation.

2. COMPLETION OF THE PROPOSED ACQUISITION, PROPOSED ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES, PROPOSED ALLOTMENT AND ISSUANCE OF PCL LOAN CONVERSION SHARES, PROPOSED ALLOTMENT AND ISSUANCE OF INITIAL CONVERSION SHARES, PROPOSED ALLOTMENT AND ISSUANCE OF PPCF SHARES AND PROPOSED COMPLIANCE PLACEMENT

The Board wishes to announce that the Company has, on the date hereof, following the fulfilment and/or waiver of the Conditions Precedent set out in the SPA, successfully completed the Proposed Acquisition.

Pursuant to the completion of the Proposed Acquisition:

- (a) the Company has acquired from the Seller all of the issued and paid-up shares of DTP Infinities Limited; and
- (b) 1,344,870,969 Consideration Shares were allotted and issued by the Company to the Seller, at the issue price of S\$0.33 per Consideration Share.

The Board also wishes to announce that on the date hereof:

- (a) 643,684 PCL Loan Conversion Shares were allotted and issued by the Company to Phileo Capital, at the issue price of S\$0.33 per PCL Loan Conversion Share, in full discharge of the utilised amount from the PCL Loan in accordance with the PCL Loan Agreement;

- (b) 13,892,664 Conversion Shares were allotted and issued by the Company to the Seller at the issue price of S\$0.33 per Conversion Share (the “**Initial Conversion Shares**”), amounting to a partial repayment of S\$4,584,579.12 utilised from the Seller’s Loan. The remaining amount of the Seller’s Loan that can be further utilised for the Agreed Costs is S\$2,415,420.88;
- (c) 1,970,000 PPCF Shares were allotted and issued by the Company to PPCF, at the issue price of S\$0.33 per PPCF Share; and
- (d) 210,000,000 Company Placement Shares were allotted and issued by the Company pursuant to the Proposed Compliance Placement, at the issue price of S\$0.33 per Company Placement Share,

(collectively, and together with the allotment and issuance of the Consideration Shares, the “**Share Issuance Transactions**”).

Following the Share Issuance Transactions, the total number of issued shares in the capital of the Company has increased from 30,670,524 Shares to 1,602,047,841 Shares, being the enlarged total number of issued shares in the capital of the Company after completion of the Proposed Acquisition and taking into account the Share Issuance Transactions.

The Company had on 7 December 2023 received from the SGX-ST the listing and quotation notice (the “**LQN**”) in respect of the Consolidated Shares and the Shares pursuant to the Share Issuance Transactions. The LQN is not an indication of the merits of the Enlarged Group, the Share Issuance Transactions and the Shares.

3. ADDITIONAL INFORMATION ON THE COMPLIANCE PLACEMENT

Following the completion of the Proposed Compliance Placement:

- (a) based on the placement price (being S\$0.33 per Company Placement Share), the gross proceeds arising from allotment and issuance of 210,000,000 Company Placement Shares is S\$69.3 million; and
- (b) taking into account the Company Placement Shares placed to the respective placees, the Company has complied with the minimum public float requirements as provided by Rule 1015(3) read with Rule 406(1) of the Catalist Rules, where at least 15.0% of the total issued and paid-up share capital of the Company (excluding treasury shares) must be held in the hands of at least 200 shareholders who are members of the public.

Pursuant to Rule 428 of the Catalist Rules and to the best of the knowledge and belief of PrimePartners Corporate Finance Pte. Ltd., being the Financial Adviser, Sponsor and Placement Agent for the Proposed Compliance Placement (“**PPCF**”), after having taken all reasonable steps and making all reasonable enquiries, there are no other persons or institutions specified under Rule 428(1) of the Catalist Rules who were allotted and/or allocated the Company Placement Shares pursuant to the Proposed Compliance Placement.

Should it subsequently come to the attention of PPCF that there were such other persons or institutions specified under Rule 428(1) of the Catalist Rules who have been allotted and/or

allocated the Company Placement Shares, an appropriate announcement via SGXNET will be made before the resumption of trading at 9.00 a.m. on 26 January 2024.

The Company will make periodic announcements as and when the net proceeds from the Proposed Compliance Placement are materially disbursed and state therein whether such a use is in accordance with the stated use and in accordance with the percentage allocated in the Circular. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of the gross proceeds in its annual report. Any material deviation in the use of the net proceeds will be subject to the Catalist Rules and appropriate announcements will be made by the Company on SGXNET.

In connection with the foregoing, the Board wishes to announce that the Company has, on the date hereof, applied S\$55.0 million of the net proceeds from the Proposed Compliance Placement towards the partial repayment of the balance of the DTP Inter Holdings Loan. Such use of proceeds is in accordance with the intended use of proceeds stated in the Circular.

The Company will make further announcement(s) on the use of the remaining net proceeds from the Proposed Compliance Placement as and when they are materially disbursed.

4. RESUMPTION OF TRADING

Trading in respect of the Consolidated Shares has been halted since 9.00 a.m. on 23 January 2024 at the Company's request.

The PCL Loan Conversion Shares, the PPCF Shares and the Company Placement Shares will be credited to the relevant securities accounts with CDP by 25 January 2024.

Following the abovementioned crediting, the listing and quotation of the Consideration Shares, the Initial Conversion Shares, the PCL Loan Conversion Shares, the PPCF Shares and the Company Placement Shares on the Catalist Board of the SGX-ST and the lifting of the trading halt and the resumption of trading of the Consolidated Shares are expected to be on 26 January 2024 at 9.00 a.m., subject to the SGX-ST being satisfied that all conditions necessary for the resumption of trading in the Shares have been fulfilled.

5. COMPLETION OF THE PROPOSED DISPOSAL AND STATUS OF THE LIQUIDATION OF 3CENERGY SDN BHD

The Board wishes to announce that, in connection with the Proposed Acquisition, the Company has, on the date hereof, completed the Proposed Disposal. Accordingly, each of 3C Property Consultants Pte. Ltd. and Orientis Solutions Sdn Bhd has ceased to be a subsidiary of the Company.

In respect of the liquidation of 3Cenergy Sdn Bhd, it is currently expected that the liquidation of 3Cenergy Sdn Bhd will be completed on or about 11 April 2024.

6. CHANGE OF NAME AND STOCK CODE

The Company had on the date hereof lodged the requisite notification with ACRA relating to its proposed change of name. Following receipt of a certificate on the change of name to the

Company from ACRA, the Company's name has been changed from "3Cnergy Limited" to "Prosper Cap Corporation Limited" with effect from the date hereof.

The change of the Company's trading counter name on SGX-ST from "3Cnergy Ltd" to "ProsperCap" is expected to take effect at 9.00 a.m. on 26 January 2024.

The SGX-ST has, in accordance with its practice, delisted the Company's existing codes and issued the following new codes to the Company:

	ISIN Code	Stock Code
Prosper Cap Corporation Limited	SGXE73186327	PPC

All Shares in the Company had been debited from the existing codes and credited to the new codes with effect from 2 January 2024.

7. APPOINTMENT OF NEW DIRECTORS AND RECONSTITUTION OF THE BOARD AND BOARD COMMITTEES

Following Closing, the Board wishes to announce the following changes to the composition of the Board with effect from the date hereof:

- (a) all the Existing Directors have resigned;
- (b) all members of the Proposed New Board, comprising Mr. Bunyong Visatemongkolchai as Independent Director and Chairman of the Board, Mr. Hansa Susayan as Vice Chairman and Non-Executive Director, Mr. Iqbal Jumabhoy as Chief Executive Officer and Executive Director, Mrs. Sasinan Allmand as Non-Executive Director, Mr. Lee Kwai Seng as Non-Executive Director, Mr. Christopher Tang Kok Kai as Independent Director and Mr. Chiew Chun Wee as Independent Director, have been appointed;
- (c) the New Audit Committee comprises Mr. Chiew Chun Wee, Mr. Christopher Tang Kok Kai and Mr. Lee Kwai Seng. The chairman of the New Audit Committee is Mr. Chiew Chun Wee;
- (d) the New Nominating Committee comprises Mr. Bunyong Visatemongkolchai, Mr. Chiew Chun Wee and Mr. Christopher Tang Kok Kai. The chairman of the New Nominating Committee is Mr. Bunyong Visatemongkolchai; and
- (e) the New Remuneration Committee comprises Mr. Christopher Tang Kok Kai, Mr. Bunyong Visatemongkolchai and Mr. Chiew Chun Wee. The chairman of the New Remuneration Committee is Mr. Christopher Tang Kok Kai.

The new Board of Directors wishes to record its deepest thanks and appreciation for the invaluable service and contribution that Mr. Ong Pai Koo @ Sylvester, Ms. Lai Ven Li and Ms. Au Foong Yee have provided to the Company.

Further particulars of the appointment and resignation of Directors required under the Catalist Rules are contained in separate announcements released by the Company on the date hereof.

8. APPOINTMENT OF NEW EXECUTIVE OFFICERS

Following Closing, the Board also wishes to announce the following changes to the executive officers with effect from the date hereof:

- (a) the existing Acting Group Chief Executive Officer cum Group Financial Controller, Mr. Leow Soon Hoe, has relinquished such position and will take on a new position with the Company; and
- (b) Mr. Iqbal Jumabhoy as the Chief Executive Officer, Ms. Vanida Traitodsaporn as the Chief Financial Officer and Mr. Surawat Suwanyangyuen as the Chief Investment Officer of the Enlarged Group, have been appointed.

Further particulars of the appointment and resignation of executive officers required under the Catalist Rules are contained in separate announcements released by the Company on the date hereof.

9. CHANGE OF AUDITORS

The Board wishes to announce that, following the notice of resignation provided by Mazars LLP on 6 December 2023, the approval of the Proposed Change of Auditors by Shareholders in the EGM held on 26 December 2023 and upon Closing, KPMG LLP has been appointed as the Auditors of the Company with effect from the date hereof for the financial year ended 31 December 2023 and will hold office until the conclusion of the next annual general meeting of the Company.

10. CHANGE OF COMPANY SECRETARY

The Board wishes to announce that the appointment of Ms. Chong Pei Wen as the Secretary of the Company in place of Ms. Cheok Hui Yee, with effect from the date hereof.

The Board wishes to take this opportunity to express its appreciation to Ms. Cheok Hui Yee for her contributions to the Company during her term as the Secretary of the Company.

11. CHANGE OF CORE BUSINESS

The Board wishes to announce that the core business of the Enlarged Group has changed with effect from the date hereof, and will comprise wholly of the business of the Target Group.

Please refer to the Circular for more information on the Target Group and its business.

12. NEW REGISTERED OFFICE

The Board also wishes to announce that, with effect from the date hereof, the new registered office of the Company is at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619.

With effect from the date hereof, the email address of the Enlarged Group is ir@prospcap.com.

By Order of the Board

Iqbal Jumabhoy
Chief Executive Officer and Executive Director
23 January 2024

*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.