

PROSPER CAP CORPORATION LIMITED
(formerly known as 3Cnergy Limited)
(Company Registration No. 197300314D)
(Incorporated in the Republic of Singapore)

SELLER'S LOAN AND FURTHER CONVERSION SHARES

*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, 2 January 2024 and 23 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. FURTHER CONVERSION SHARES

The Board of Directors (the “**Board**”) of Prosper Cap Corporation Limited (the “**Company**”) refers to the Company’s announcement dated 23 January 2024 titled “*Proposed Acquisition of the Entire Issued and Paid-Up Share Capital of DTP Infinities Limited (the “**Proposed Acquisition**”) – Completion of the Proposed Acquisition*” (the “**RTO Completion Announcement**”). As set out in the RTO Completion Announcement, the Company has on 23 January 2024 completed the Proposed Acquisition, pursuant to which the Company acquired from DTP Inter Holdings Corporation Pte. Ltd. (“**DTP Inter Holdings**” or the “**Seller**”) all of the issued and paid-up shares of DTP Infinities Limited (the “**Target Company**” and together with its subsidiaries, the “**Target Group**”), and 1,344,870,969 Consideration Shares and 13,892,664 Initial Conversion Shares were allotted and issued by the Company to the Seller. It was also stated that the issuance of the Initial Conversion Shares amounted to a partial repayment of S\$4,584,579.12 utilised from the Seller’s Loan, and the remaining amount of the Seller’s Loan that can be further utilised for the Agreed Costs is S\$2,415,420.88.

As it is contemplated that the amount of up to S\$2,415,420.88 remaining under the Seller’s Loan could be further utilised by the Company for the payment of the Agreed Costs (“**Further Utilisation**”), subject to such Further Utilisation being within the Availability Period, further Conversion Shares may be allotted and issued by the Company to the Seller as repayment of the Further Utilisation (such further Conversion Shares, the “**Further Conversion Shares**”).

2. MORATORIUM

The Seller had previously executed a moratorium undertaking (the “**DTPIH Moratorium Undertaking**”) pursuant to which the Seller agreed to restrict its right to deal in the ordinary shares in the capital of the Company which it legally and/or beneficially, directly and/or indirectly, owns or will own immediately after Closing (adjusted for any bonus issue or sub-division) (the “**Seller Lock-up Shares**”), in accordance with the terms of DTPIH Moratorium Undertaking as disclosed in Section 15.6 of the Circular.

For good order and for the avoidance of doubt, the Seller has today executed a deed pursuant to which the Seller acknowledged and agreed that the Further Conversion Shares shall be subject to the moratorium and terms of the DTPIH Moratorium Undertaking, and accordingly

the DTPIH Moratorium Undertaking applies to the 1,344,870,969 Consideration Shares and 13,892,664 Initial Conversion Shares issued to the Seller on 23 January 2024 as well as the Further Conversion Shares to be issued post-Closing, and references to “**Seller Lock-up Shares**” shall be construed as referring to the total of the afore-mentioned 1,344,870,969 Consideration Shares, 13,892,664 Initial Conversion Shares and the Further Conversion Shares.

3. COMPLIANCE WITH MINIMUM PUBLIC FLOAT REQUIREMENT

As set out in the RTO Completion Announcement, taking into account the Company Placement Shares placed to the respective placees, the Company had on the Closing Date 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 (the “**Minimum Public Float Requirement**”).

Any subsequent conversion of the Seller’s Loan after the Closing Date will not result in the percentage of the total issued and paid-up share capital of the Company (excluding treasury shares) held by public hands to be less than 15.0%.

For the avoidance of doubt, as of the date hereof, the Company is, and continues to be, in compliance with the Minimum Public Foat Requirement.

4. FURTHER ANNOUNCEMENT UPON ISSUANCE OF FURTHER CONVERSION SHARES

The Company had on 7 December 2023 received from the SGX-ST the listing and quotation notice (the “**LQN**”) in respect of (amongst other things) up to 21,212,121 Conversion Shares. (which is derived from converting the full S\$7,000,000 amount of the Seller’s Loan).

The LQN is not an indication of the merits of the Enlarged Group or the Shares (including, for the avoidance of doubt, the Conversion Shares).

Pursuant to any Further Utilisation, the Company will make further announcement upon the issuance of the Further Conversion Shares (which would be issued as repayment of such Further Utilisation).

5. RESUMPTION OF TRADING

As set out in the RTO Closing Announcement, trading in respect of the Consolidated Shares has been halted since 9.00 a.m. on 23 January 2024 at the Company’s request.

Following the crediting of the PCL Loan Conversion Shares, the PPCF Shares and the Company Placement Shares to the relevant securities accounts with CDP by 25 January 2024, 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.

By Order of the Board

Iqbal Jumabhoy
Chief Executive Officer and Executive Director
25 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.*

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