



PROSPERCAP CORPORATION LIMITED

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

DEFERRAL OF PAYMENT AND CAPITALISATION IN RESPECT OF AMOUNTS OWING TO CONTROLLING SHAREHOLDER

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning and construction as ascribed to them in the circular to shareholders of 3Cnergy Limited dated 7 December 2023 (the “Circular”).

In this announcement, the term “Undertaking Relating to Capitalisation” shall refer to the undertaking from DTGO described in the below.

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of ProsperCap Corporation Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Circular and the deed of undertaking entered into between DTGO Corporation Limited (“**DTGO**”) (a controlling shareholder of the Company) and the Company on 7 December 2023 (the “**Deed of Undertaking**”).

The following is disclosed in the Circular, under Section 13.3 of “Appendix A - Target’s Letter to Shareholders” and titled “*Present and Ongoing Interested Person Transactions*”:

“Undertaking Relating to Capitalisation

In order to minimise the amount of interested person transactions for the Enlarged Group, which is beneficial from a corporate governance perspective, DTGO had, pursuant to the Deed of Undertaking, undertaken to procure the Relevant DTGO Entity(ies) to capitalise all of the outstanding amounts which, as of 30 June 2025, are owing to the Relevant DTGO Entity(ies) from the Target Group, provided that such capitalisation will be (i) subject to the prior approval of the shareholders of the Company at an extraordinary general meeting to be convened after 30 June 2025; (ii) carried out by the Company issuing new ordinary shares at the then prevailing market price as consideration for such capitalisation; and (iii) subject to the applicable Catalist Rules. For avoidance of doubt, (i) the amounts outstanding include, but is not limited to, trade payables, loan principal and interest; and (ii) in the event that approval of shareholders of the Company is not obtained, the aforementioned capitalisation will not proceed.”

2. DEFERRAL OF PAYMENT AND CAPITALISATION

The Board of the Company wishes to announce that on 28 February 2025, DTGO and the Company, by itself or through respective subsidiaries, have:

- (i) entered into various agreements (collectively, the “**2025 Deferment Agreements**”) in favour of the Company, pursuant to which DTGO hereby irrevocably and unconditionally (a) agrees

to extend, and procure the Relevant DTGO Entity(ies) to extend, the maturity date or the payment due date (as the case may be) of the Relevant Amounts to 2 January 2027 (the “**Extended Payment Date**”), and (b) undertakes not to call, and to procure the Relevant DTGO Entity(ies) not to call, for repayment of any Relevant Amounts prior to the Extended Payment Date.

For purposes of the 2025 Deferment Agreements, “**Relevant Amounts**” means all amounts owing by the Group to the Relevant DTGO Entities as of 30 June 2025 and thereafter until the Extended Payment Date (including trade payables, loan principal and interest); and

- (ii) agreed to amend the Deed of Undertaking, pursuant to which DTGO’s undertaking to capitalise all of the outstanding amounts referred to in the Undertaking Relating to Capitalisation shall be extended from “30 June 2025” to “2 January 2027”.

3. RATIONALE FOR DEFERRAL OF PAYMENT AND CAPITALISATION

The Board is of the view that:

- (i) the deferral of the maturity date or the payment due date (as the case may be) of the Relevant Amounts to 2 January 2027 is in the best interests of the Group by allowing additional flexibility for the Group to manage its liquidity and resources; and
- (ii) the deferral of the deadline for capitalisation of outstanding amounts owing by the Group to the Relevant DTGO Entity(ies) to 2 January 2027 is in the best interests of the Group taking into account the following:
 - (a) the potential dilutive effect to existing shareholders, including minority shareholders, arising from the issue of new ordinary shares by the Company to the Relevant DTGO Entity(ies) pursuant to the Undertaking Relating to Capitalisation; and
 - (b) the requirement to maintain the applicable free float under the Catalist Rules as a consequence of the issue of new ordinary shares by the Company referred to in 3(ii)(a) above.

Accordingly, as the Board is of the view that the above-mentioned deferrals are in the best interests of the Group and not detrimental to the Company or the minority shareholders of the Company, no extraordinary general meeting will be convened to seek shareholders’ approval for such deferrals.

4. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement and other than through their respective directorships and shareholdings in the Company, if any, none of the Directors or, to be best of the Directors’ knowledge, controlling shareholders of the Company or their associates has any interest, direct or indirect, in the above-mentioned deferrals, the 2025 Deferment Agreements or the Amendment Deed.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the 2025 Deferment Agreements and the Amendment Deed are available for inspection at the registered address of the Company at 47 Scotts Road #17-02 Goldbell Towers, Singapore 228233 for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

PROSPERCAP CORPORATION LIMITED

Iqbal Jumabhoy

Chief Executive Officer and Executive Director

28 February 2025

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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