



ALPHA ENERGY

ALPHA ENERGY HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200310813H)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of Alpha Energy Holdings Limited (the “**Company**”) will be held by way of electronic means on 9 October 2020 at 3 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

Please refer to the section titled “IMPORTANT INFORMATION” below for details.

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 24 September 2020 (the “Circular”).

Shareholders should note that:

- (a) Ordinary Resolutions 1 to 7 (“Transaction Resolutions”) are inter-conditional on each other. This means that if any of these resolutions are not approved, the other resolutions will not be deemed duly passed. Ordinary Resolutions 1 to 7 are inter-conditional as the completion of each transaction is conditional upon the completion of the other transactions; and
- (b) the passing of Ordinary Resolution 8 is not conditional on the passing of Ordinary Resolutions 1 to 7.

AS ORDINARY RESOLUTIONS:

ORDINARY RESOLUTION 1

THE PROPOSED DIVERSIFICATION OF THE BUSINESS TO INCLUDE THE PROVISION OF LEARNING AND EDUCATION SERVICES

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) approval be and is hereby granted for the diversification of the business activities of the Company and its subsidiaries into the learning and education sector, including the provision of learning and education services, such as (i) consultancy services for integrated learning solutions, (ii) designing and developing digital learning content, (iii) developing customised enterprise learning management system (i.e. a system using a combined method of informal learning, formal learning, and blended learning techniques) based solutions, (iv) designing and developing customised software to aid learning outcomes, (v) managing learning programmes for, *inter alia*, government agencies, educational institutions, training academies, corporations and enterprises, and (vi) providing operational support for customised systems (which includes software and hardware support); and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2

THE PROPOSED ACQUISITION OF ALL THE ISSUED AND FULLY-PAID SHARES IN THE CAPITAL OF KYDON LEARNING SYSTEMS INSTITUTE PTE. LTD.

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition in accordance with the SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 3

THE PROPOSED ALLOTMENT AND ISSUANCE OF 400,000,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.005 FOR EACH SHARE TO THE VENDOR AS PART SATISFACTION OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) authority be and is hereby given to the Directors to allot and issue to the Vendor an aggregate of 400,000,000 Consideration Shares, credited as fully paid-up, at an issue price of S\$0.005 per Consideration Share, representing a discount of approximately 84% to the VWAP of S\$0.032 for each Share based on trades done on the SGX-ST on 13 November 2019, being the last full market day which the Shares were traded immediately preceding the date and up to the time the SPA was signed, on the terms and subject to the conditions set out in the SPA; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 4

THE PROPOSED ISSUE OF UP TO 6,857,142,857 CONVERSION SHARES TO THE INVESTOR AT A CONVERSION PRICE OF S\$0.0035 PER CONVERSION SHARE UNDER THE CONVERTIBLE LOAN AGREEMENT

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) authority be and is hereby given to the Directors to allot and issue to the Investor up to 6,857,142,857 Conversion Shares, credited as fully paid-up, at an issue price of S\$0.0035 per Conversion Share, representing a discount of approximately 89% to the VWAP of S\$0.032 per Share, based on the trades done on the Catalist of the SGX-ST on 13 November 2019, being the last full market day which the Shares were traded immediately preceding the date and up to the time the Convertible Loan Agreement was signed, on the terms and subject to the conditions set out in the Convertible Loan Agreement; and

- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 5

THE PROPOSED GRANT OF 3,428,571,428 NON-TRANSFERABLE OPTIONS TO THE INVESTOR, EACH OPTION CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW SHARE IN THE CAPITAL OF THE COMPANY AT AN EXERCISE PRICE OF S\$0.005 PER OPTION, AND THE ISSUANCE OF THE OPTION SHARES PURSUANT TO THE EXERCISE OF THE OPTIONS

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) approval be and is hereby given for the grant by the Company of 3,428,571,428 non-transferable Options, and the subsequent allotment and issuance of up to 3,428,571,428 Option Shares arising from the exercise of Options, by the Company to the Investor at an exercise price of S\$0.005 per Option, representing a discount of approximately 84% to the VWAP of S\$0.032 for each Share based on trades done on the SGX-ST on 13 November 2019, being the last full Market Day when the Shares of the Company were traded prior to the trading suspension on 18 November 2019, on the terms and subject to the conditions set out in the Option Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 6

THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO THE INVESTOR ARISING FROM THE ALLOTMENT AND ISSUANCE OF CONVERSION SHARES PURSUANT TO THE EXERCISE OF THE CONVERSION RIGHTS UNDER THE CONVERTIBLE LOAN AGREEMENT

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) approval be and is hereby given for the allotment and issuance by the Company of Conversion Shares to the Investor on the terms and subject to the conditions set out in the Convertible Loan Agreement which constitutes a transfer of Controlling Interest in the Company to the Investor pursuant to Rule 803 of the Catalist Rules; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 6 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 7

THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 205,714,285 INTRODUCER SHARES TO THE INTRODUCER AS SATISFACTION FOR THE INTRODUCER FEE

THAT subject to and contingent upon the passing of the Transaction Resolutions:

- (a) authority be and is hereby given to the Directors to allot and issue to the Introducer of up to 205,714,285 new Shares at an issue price of S\$0.0035 per Share, credited as fully paid-up, the issue price representing a discount of approximately 89% to the VWAP of S\$0.032 for each Share based on trades done on the SGX-ST on 13 November 2019, being the last full Market Day when the Shares of the Company were traded prior to the trading suspension on 18 November 2019; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 7 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 8

THE PROPOSED SHARE CONSOLIDATION OF EVERY FORTY (40) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE BOOKS CLOSURE DATE INTO ONE (1) CONSOLIDATED SHARE (FRACTIONAL ENTITLEMENTS TO BE DISREGARDED)

THAT:

- (a) the Proposed Share Consolidation be and is hereby approved and that authority be and is hereby given for all the Shares in the Company issued to Shareholders as at the Books Closure Date to be consolidated by consolidating every forty (40) Shares held by each Shareholder as at the Books Closure Date into one (1) Consolidated Share with effect from the date to be determined by the Directors and in the manner set out in the Circular;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 8 and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board
ALPHA ENERGY HOLDINGS LIMITED

Tan Wee Sin
Company Secretary

Singapore
24 September 2020

IMPORTANT INFORMATION

Shareholders of the Company (“**Shareholders**”) should take note of the following arrangements for the EGM:

- (a) **Participation in the EGM via Live EGM Webcast and Live EGM Audio Feed:** The EGM will be conducted by electronic means and Shareholders will not be able to attend the EGM physically. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the EGM proceedings by watching a “live” webcast (the “**Live EGM Webcast**”) or listen to a “live” audio feed (the “**Live EGM Audio Feed**”). Shareholders/Investors holding shares through relevant intermediaries (**other than SRS investors**) will not be able to pre-register for the “live” broadcast of the EGM. Such Shareholders/investors who wish to participate in the EGM proceedings should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.
- (b) **Live EGM Webcast and Live EGM Audio Feed:** All Shareholders who wish to follow the proceedings of the EGM will need to pre-register at <http://alphaenergyEGM.availeasemgdwebinar.com> (the “**Pre-registration Link**”) from now till 3 p.m. on 5 October 2020 (the “**Registration Deadline**”) for verification of their status as Shareholders (or the corporate representatives of such Shareholders) of the Company. Following successful verification, each Shareholder or its corporate representative(s) will receive an email confirmation (“**Confirmation Email**”) by 3 p.m. on 7 October 2020 containing instructions to access the live EGM proceedings.

Shareholders or their corporate representative(s) must not forward the abovementioned information to any other persons who are not shareholders and who are not eligible to attend the EGM. This is also to avoid any technical disruptions to the Live EGM Webcast or Live EGM Audio Feed due to overloading.

Shareholders or their corporate representatives who have registered by the Registration Deadline but do not receive the Confirmation Email by 3 p.m. on 7 October 2020 may contact the Company for assistance at +65 6571 0200 or email enquiries@alphaenergy.com.sg.

- (c) **Submission of Questions in advance of the EGM:** Shareholders will not be able to ask questions “live” via the Live EGM Webcast. Shareholders may submit questions related to the ordinary resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance, by post to the Company at 438B Alexandra Road, #05-08/10 Alexandra Technopark, Singapore 119968 or sent by email to enquiries@alphaenergy.com.sg. Questions must be submitted by 3 p.m. on 3 October 2020 so that they may be addressed during the EGM proceedings. Shareholders or their representatives (in the case of shareholders which are legal entities) must state his/her full name and whether he/she is a shareholder or a representative of a shareholder which is a legal entity. Any question without the identification details will not be addressed. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received by 3 p.m. on 3 October 2020. The Company will publish the minutes of the EGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the EGM, and responses from the Company, on SGXNet and the Company’s website within one month after the date of EGM.
- (d) **Voting solely via appointing Chairman of the Meeting as Proxy:** Shareholders may only exercise their voting rights at the EGM via proxy voting. Shareholders who wish to vote on any or all of the resolutions at the EGM must appoint the Chairman of the EGM as their proxy to do so on their behalf. In the Proxy Form, a shareholder should specifically direct the Chairman on how he is to vote for or vote against (or abstain from voting on) each resolution to be tabled at the EGM, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. The instrument appointing the Chairman of the EGM as proxy must be deposited at the registered office of the Company at 438B Alexandra Road, #05-08/10 Alexandra Technopark, Singapore 119968 or sent by email to sg.is.proxy@sg.tricorglobal.com not less than forty-eight (48) hours (i.e. by 3 p.m. on 7 October 2020), before the time appointed for holding the EGM. The Proxy Form can be downloaded from SGXNet (www.sgx.com). **In view of the current COVID-19 measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email to sg.is.proxy@sg.tricorglobal.com.**
- (e) **Investors who hold through Relevant Intermediaries (including SRS Investors):** A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited (the “**CDP**”) at least 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the EGM by appointing the Chairman of the EGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Future Act, Chapter 289 of Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any shareholder who is holding his shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his proxy form forty-eight (48) hours before the EGM, the Chairman of the EGM who is appointed as his/her proxy will not be entitled to vote at the EGM. SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators at least seven (7) working days before the EGM (i.e. by 3 p.m. on 30 September 2020), to ensure that their votes are submitted.

Access to documents or information relating to the EGM

In accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, all documents and information relating to the business of the EGM (including the Circular and the Proxy Form) have been published on SGXNet (www.sgx.com). Printed copies will not be sent to Shareholders.

Further Updates

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the EGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the EGM. The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to continue holding its EGM amidst the COVID-19 situation.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment hereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholders' personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to shareholders (or their representatives in the case of shareholders which are legal entities) to the live webcast or live audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the EGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.