

**ALPHA ENERGY HOLDINGS LIMITED**  
**(formerly known as JK Tech Holdings Limited)**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200310813H)

---

**THE PROPOSED DISPOSAL OF THE ENTIRE INFORMATION  
TECHNOLOGY BUSINESS TO MR. ANG YEW JIN EUGENE  
– LETTER AGREEMENT ON WAIVER OF CONDITION PRECEDENT**

---

**1. INTRODUCTION**

The board of directors (the “**Directors**” or the “**Board**”) of Alpha Energy Holdings Limited (the “**Company**” or “**Alpha Energy**”) and together with its subsidiaries, the “**Group**”) refers to its announcement dated 3 December 2015 (the “**Announcement**”) in relation to the proposed disposal of the Company’s entire shareholdings in the Sale Companies to Mr. Ang Yew Jin Eugene (the “**Purchaser**”). Unless otherwise defined herein, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

The Board wishes to announce that the Company has on 18 December 2015 entered into a letter agreement to the Agreement (the “**Letter Agreement**”) with the Purchaser to waive one of the conditions precedent subject to certain undertakings to be complied with by the Purchaser. Save as amended by the Letter Agreement, all other terms and conditions of the Agreement remain in full force and effect.

**2. WAIVER OF CONDITION PRECEDENT**

The Proposed Disposal is conditional upon the satisfaction (or waiver) of certain conditions precedent (“**Conditions Precedent**”), one of which is the discharge of all the corporate guarantees provided by the Company in favour of the Sale Companies. Pursuant to the Letter Agreement, the Company agreed to waive this Condition Precedent, subject to the Purchaser’s compliance with the following undertakings:

- (a) as soon as practicable but in any event before the Long-Stop Date of 31 March 2016, take over and discharge the Company as the guarantor to the guarantees given by the Company to the various banks in favour of the Sale Companies (“**Bank Guarantees**”) and procure the discharge of such Bank Guarantees in relation to the Company;
- (b) indemnify and hold the Company harmless from any claims, demands, proceedings and actions brought by any third party against the Company for any losses whatsoever arising from or in connection with the Bank Guarantees following Completion up to and until the time the Bank Guarantees are taken over by the Purchaser; and
- (c) if by the Long-Stop Date the Company is not discharged as the guarantor to the Bank Guarantees, settle all outstanding sums under the various bank facilities guaranteed by the Bank Guarantees (“**Facilities**”) and cancel such Facilities such that the Bank Guarantees will be discharged fully and no further sums will remain owing under the Bank Guarantees.

**3. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the Agreement and the Letter Agreement are available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the Company’s registered office at 61 Kaki Bukit Avenue 1, #02-13 Shun Li Industrial Park, Singapore 417943, for a period of three (3) months from the date of this announcement.

#### 4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the announcement constitutes full and true disclosure of all material facts about the Proposed Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

#### 5. CAUTION IN TRADING

**Shareholders are advised to exercise caution in trading their shares in the Company as the Proposed Disposal is subject to conditions precedent and there is no certainty or assurance as at the date of this announcement that all of the conditions precedent will be satisfied (or waived, as the case may be) or that the Proposed Disposal will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Disposal. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.**

BY ORDER OF THE BOARD  
**ALPHA ENERGY HOLDINGS LIMITED**

Lee Tiong Hock  
Company Secretary  
18 December 2015

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.*