



ALPHA ENERGY

ALPHA ENERGY HOLDINGS LIMITED

(Company Registration No. 200310813H)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Alpha Energy Holdings Limited (the "Company") will be held at Level 1 Palm Room, 87 Science Park Drive, Oasis, Singapore 118260 on Friday, 28 April 2017 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- 1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial period from 1 April 2016 to 31 December 2016 together with the Auditors' Report thereon. (Resolution 1)
2. To re-elect the following Directors of the Company ("Directors") retiring pursuant to Article 104 of the Constitution of the Company ("Constitution"): Mr Ravinder Singh Grewal s/o Sarbjit Singh (See Explanatory Note (i)) Mr Tan Ser Ko (See Explanatory Note (iii)) (Resolution 2) (Resolution 3)
3. To note that Mr Yong Boon Chuan Leslie will be retiring as a Director of the Company and he will not be seeking for re-election at this AGM. (See Explanatory Note (iii))
4. To approve the payment of Directors' fees of S\$154,500 for the financial period from 1 April 2016 to 31 December 2016 (12 months ended 31 March 2016: S\$184,000) (Resolution 4)
5. To re-appoint Messrs KPMG LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. (Resolution 5)
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. Authority to allot and issue shares in the capital of the Company That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of the Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules"), authority be and hereby given to the Directors to:-

- (a) (i) allot and issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below);
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
(c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note (iv)) (Resolution 6)

8. Authority to allot and issue shares under the Alpha Energy Holdings Performance Share Plan of the Company ("Performance Share Plan")

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant awards ("Awards") in accordance with the provisions of the Performance Share Plan; and
(b) allot and issue from time to time such number of ordinary shares in the capital of the Company (the "Award Shares") as may be required to be allotted and issued pursuant to the vesting of the Awards under the Performance Share Plan,

provided always that the aggregate number of Award Shares to be allotted and issued pursuant to the Performance Share Plan, when added to the number of new ordinary shares issued and issuable in respect of all Awards granted thereunder, and all ordinary shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of Award.

(See Explanatory Note (v)) (Resolution 7)

9. Authority to issue shares under the Alpha Energy Employee Share Option Scheme ("Scheme")

That the Directors be hereby authorised and empowered to offer and grant options in accordance with the rules of the Scheme and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note (vi)) (Resolution 8)

By Order of the Board

Lee Tiong Hock
Company Secretary
Singapore, 13 April 2017

Explanatory Notes:

- (i) Mr Ravinder Singh Grewal s/o Sarbjit Singh will, upon re-election as a Director, remain as the Chairman of the Board and a member of the audit committee ("AC"), nominating committee ("NC") and remuneration committee ("RC") of the Company. The Board considers Mr Singh to be independent pursuant to Rule 704(7) of the Catalist Rules.
(ii) Mr Tan Ser Ko will, upon re-election as a Director, remain as a member of the RC.
(iii) Mr Yong Boon Chuan Leslie will, upon retirement as a Director cease to be a member of the AC and NC.
(iv) The Ordinary Resolution (6) in item (7) above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments, the

exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(v) The Ordinary Resolution (7) in item (8) above, if passed, will empower the Directors to grant Awards under the Performance Share Plan and to allot and issue Award Shares pursuant to the vesting of Awards under the Performance Share Plan and such other share incentive schemes or share plans adopted by the Company for the time being in force, provided that the aggregate number of ordinary shares to be issued shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding the relevant date of Award.

(vi) The Ordinary Resolution (8) in item (9) above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in aggregate, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes or share plans of the Company, fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

Notes:

- 1. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
2. (a) A member who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend and vote in his/her stead at the AGM. A proxy need not be a member of the Company.
(b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
"Relevant intermediary" has the meaning ascribed to it under Section 181 of the Companies Act.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 15 Hoe Chiang Road, #12-05 Tower Fifteen Singapore 089316 not less than forty-eight (48) hours before the time appointed for holding the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/ or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



ALPHA ENERGY

ALPHA ENERGY HOLDINGS LIMITED

(Company Registration No. 200310813H)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Alpha Energy Holdings Limited (the "Company") will be held at Level 1 Palm Room, 87 Science Park Drive, Oasis, Singapore 118260 on 28 April 2017 at 10.30 a.m. (or as soon thereafter following the conclusion of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 13 April 2017 (the "Circular") to the Shareholders of the Company.

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED AMENDMENTS TO THE ALPHA ENERGY EMPLOYEE SHARE OPTION SCHEME ("SCHEME")

That:

(a) the proposed amendments to the rules of the Alpha Energy Employee Share Option Scheme ("Scheme Rules") as set out in Appendix A to the Circular to Shareholders dated 13 April 2017, be and are hereby adopted and approved by the Company;

(b) the Directors and/or any one of them be and is/are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental to or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION OF MR ANG YEW JIN EUGENE, A CONTROLLING SHAREHOLDER, IN THE SCHEME

That subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation in the Scheme by Mr Ang Yew Jin Eugene, a Controlling Shareholder of the Company.

ORDINARY RESOLUTION 3: PROPOSED GRANT OF OPTIONS UNDER THE SCHEME TO MR ANG YEW JIN EUGENE, A CONTROLLING SHAREHOLDER OF THE COMPANY

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, approval be and is hereby given for the proposed grant of Options to Mr Ang Yew Jin Eugene, a Controlling Shareholder of the Company, pursuant to and in accordance with the Scheme Rules on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Options:

Table with 2 columns: Term and Value. Proposed Date of Grant of Option(s) : 5 May 2017. Number of Shares comprised in the proposed Option(s) : 480,000 Shares (representing approximately 0.14% of the total issued Shares and 0.9% of the Shares available under the Scheme as at the Latest Practicable Date). The proposed grant is within the limits as set out in the Scheme Rules. Exercise Price per Share : Market Price. Exercise Period : Exercisable at any time on the last two (2) full Market Days of any calendar month after the first (1st) anniversary of the Date of Grant and up to the tenth (10th) anniversary of the relevant Date of Grant.

By Order of the Board
ALPHA ENERGY HOLDINGS LIMITED

Lee Tiong Hock
Company Secretary
13 April 2017

Notes:

- 1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
2. A proxy need not be a member of the Company.
3. An instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316, not less than 48 hours before the time for holding the EGM or any adjournment thereof.

PERSONAL DATA PRIVACY: By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.