



EZION HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199904364E)

TERM SHEET IN RELATION TO THE PROPOSED SALE OF AN AGGREGATE OF UP TO 98,000,000 SHARE OPTIONS IN ALPHA ENERGY HOLDINGS LIMITED BY THE COMPANY

INTRODUCTION

1. The board of directors (the “**Board**” or the “**Directors**”) of Ezion Holdings Limited (the “**Company**” and collectively with its subsidiaries, the “**Group**”) wishes to announce that the Company has entered into a non-binding term sheet (the “**Term Sheet**”) with TP Alaska, LLC (“**TP Alaska**”) and Neo Alaska Venture, LLC (“**Neo**”) (collectively with TP Alaska, the “**Purchasers**” and each a “**Purchaser**”, and collectively with the Company, the “**Parties**” and each a “**Party**” and includes their respective agents, successors-in-title, nominees and permitted assigns) which sets out the key terms of the proposed sale of an aggregate of up to 98,000,000 share options (“**Options**”) in Alpha Energy Holdings Limited (“**Alpha Energy**”) in principle by the Company to the Purchasers (the “**Proposed Sale**”).
2. The Term Sheet is non-binding unless and until a definitive agreement is signed by the Parties (the “**Definitive Agreement**”).

RATIONALE AND BENEFITS OF THE PROPOSED SALE

3. The Board is of the opinion that the Proposed Sale is beneficial to the Group as the Group is currently focusing on its liftboat business and is allocating all available resources to this business. In addition, should the Purchasers exercise these Options, additional funds would be injected into Alpha Energy which would enable it to explore new business opportunities, invest in projects and/or expand its existing business. If these opportunities, projects and expansion are successful and profitable, it would ultimately be beneficial to the Group as the Company is a shareholder of Alpha Energy.

INFORMATION ON THE PURCHASERS

The information relating to the Purchasers set out in this announcement was provided by the Purchasers. In respect of such information, the Company and the Directors have not independently verified the accuracy and correctness of the same and the Company’s responsibility is limited to the proper extraction and reproduction of such information herein in the context that the information is being disclosed in this announcement.

The Purchasers

4. TP Alaska is a company incorporated in Delaware, the United States of America. It is engaged in the business of investment holding.



5. Neo is a company incorporated in Delaware, the United States of America. It is engaged in the business of investment holding.
6. As at the date of this announcement, the Purchasers are the legal and beneficial owners of TP North Slope Development, LLP, a company that holds, *inter alia*, a 29.2825% working interest in the Mustang oil field in Alaska, the United States of America ("**Mustang Field**"). As at the date of this announcement, Alpha Energy holds, *inter alia*, 47.3025% working interest in the Mustang Field.
7. The Purchasers have agreed in principle to purchase from the Company an aggregate of up to 98,000,000 Options on the terms and subject to the conditions contained in the Term Sheet.

PRINCIPAL TERMS OF THE PROPOSED SALE

8. The Company shall on completion of the sale and purchase of the Options and performance by the Parties of the obligations assumed under the Definitive Agreement to be entered into ("**Completion**") sell to the Purchasers, and the Purchasers shall purchase the Options.
9. The consideration for the purchase of the Options (the "**Consideration**") by each of the Purchasers shall be at a nominal amount of S\$1 and shall be payable in cash on the day of the Completion.
10. The long stop date for the Proposed Sale is 30 June 2018 or any other date that is mutually agreed by the Parties.
11. Completion is conditional upon, *inter alia*, the following conditions (the "**Conditions Precedent**") being satisfied or waived (as the case may be) on or before Completion:
 - (a) the sale and transfer of the Options not being prohibited by any statute, order, rule or regulation promulgated by any legislative, executive or regulatory body or authority in Singapore or in any other jurisdiction affecting the Parties;
 - (b) approval of the shareholders of Alpha Energy being obtained for the Proposed Sale (if required);
 - (c) the approval and clearance by the sponsor of Alpha Energy and/or SGX-ST being obtained for the Proposed Sale (if required); and
 - (d) all necessary consents, approvals and waivers being granted for all transactions contemplated in relation to the Proposed Sale, not being withdrawn or revoked by third parties, including without limitation, government bodies, stock exchange and other relevant authorities having jurisdiction over the transactions contemplated in relation to the Proposed Sale, and if such approvals, consents and waivers are obtained subject to any conditions and where such conditions affect any party, such conditions being acceptable to the party concerned, and if such conditions are required to be fulfilled before Completion, such conditions being fulfilled before Completion.



UNDERTAKING BY THE PURCHASERS

12. Each of the Purchasers shall undertake that it shall not exercise these Options such that it individually becomes the largest shareholder of Alpha Energy.

NO MATERIAL IMPACT

13. The exercise price for each of the Options is S\$0.09 per Option and the volume weighted average price of Alpha Energy's share price is S\$0.0779 on 12 March 2018, which is the last market day where there were trades done prior to the execution of the Term Sheet. The Proposed Sale is not expected to have a material impact on the Group's earnings per share or net tangible assets per share for the financial year ending 31st December 2018.

CAUTIONARY STATEMENT

14. Shareholders of the Company should note that the Proposed Sale is subject to the Parties entering into the Definitive Agreement, and other conditions (including the Conditions Precedent). There is no certainty or assurance as at the date of this announcement that the Parties will be able to enter into the Definitive Agreement, or that the Proposed Sale will be completed, or that no changes will be made to the terms thereof. Accordingly, shareholders are advised to exercise caution in trading their shares.
15. The Company will make the necessary announcement upon the signing of the Definitive Agreement relating to the Proposed Sale.

DOCUMENTS FOR INSPECTION

16. A copy of the Term Sheet is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the registered office of the Company at 15 Hoe Chiang Road, #12-05, Tower Fifteen, Singapore 089316 for a period of three months from the date of this announcement.

**BY ORDER OF THE BOARD
EZION HOLDINGS LIMITED**

Goon Fook Wye Paul
Company Secretary
21 March 2018