

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF ALPHATIME ACQUISITION CORP
TO BE HELD ON DECEMBER 20, 2023**

To the Shareholders of AlphaTime Acquisition Corp:

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “*Extraordinary General Meeting*”) of the shareholders of AlphaTime Acquisition Corp, a Cayman Islands exempted company (the “*Company*,” “*AlphaTime*,” “*we*,” “*us*” or “*our*”), will be held on December 20, 2023, at the offices of Winston & Strawn LLP located at 800 Capitol Street, Suite 2400, Houston, Texas, United States, and virtually via live webcast at <https://web.lumiagm.com/227960489> password: alphatime2023.

You are cordially invited to attend the Extraordinary General Meeting for the purpose of considering and voting upon, and if thought fit, passing and approving the following resolutions, as more fully described below in this Proxy Statement, which is dated December 7, 2023 and is first being mailed to shareholders on or about that date:

Proposal No. 1—Extension Amendment Proposal— To resolve as a special resolution, that the AlphaTime’s Second Amended and Restated Memorandum and Articles of Association, dated as of December 30, 2022 (the “*Existing Charter*”) be deleted in its entirety and in substitution in their place the AlphaTime’s Third Amended and Restated Memorandum and Articles of Association in the form set forth in Annex A to the Proxy Statement (the “*Extension Amendment*”) be adopted which reflects the extension of the date by which the Company must consummate a business combination (the “*Combination Period*”) from January 4, 2024 (the “*Termination Date*”), up to ten (10) times, with the first extension comprised of three months, and the subsequent nine (9) extensions comprised of one month each (each an “*Extension*”) up to January 4, 2025 (i.e., for a period of time ending up to 24 months after the consummation of its initial public offering) (the “*IPO*”) for a total of twelve (12) months after the Termination Date (assuming a Business Combination has not occurred). The end date of each Extension shall be referred to herein as the “*Extended Date*”.

Proposal No. 2—Trust Agreement Amendment Proposal— To resolve that AlphaTime’s investment management trust agreement, dated as of December 30, 2022 (as amended, the “*Trust Agreement*”), by and between the Company and Equiniti Trust Company, LLC (the “*Trustee*”) be amended to allow the Company to extend the termination date from January 4, 2024 up to ten (10) times, with the first extension comprised of three months, and the subsequent nine (9) extensions comprised of one month each, up to January 4, 2025 (i.e., for a period of time ending up to 24 months after the consummation of its initial public offering) by providing five (5) days’ advance notice to the Trustee prior to the applicable Termination Date and depositing into the trust account (the “*Trust Account*”), \$55,000 for each month in an Extension (the “*Extension Payment*”) until January 4, 2025 pursuant to an amendment to the Trust Agreement in the form set forth in Annex B of the accompanying Proxy Statement (the “*Trust Agreement Amendment Proposal*”); and

Proposal No. 3—Adjournment Proposal— To approve as an ordinary resolution that the chairman of the Extraordinary General Meeting be directed to adjourn the Extraordinary General Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Extraordinary General Meeting, there are not sufficient votes to approve the Extension Amendment Proposal, the Trust Agreement Amendment Proposal or to provide additional time to effectuate the Extension, the Extension Amendment and the Trust Agreement Amendment (the “*Adjournment Proposals*”).

Each of the Extension Amendment Proposal, the Trust Agreement Amendment Proposal and the Adjournment Proposal is more fully described in the accompanying Proxy Statement. Please take the time to read carefully each of the proposals in the accompanying Proxy Statement before you vote. Approval of the Extension Amendment Proposal and the Trust Agreement Amendment Proposal are conditions to the implementation of the Extension and Extension Amendment. Pursuant to the Existing Charter, we may not redeem Public Shares in an amount that would cause our net tangible assets to be less than \$5,000,001, which condition may not be waived by the board of directors (the “*Board*”). Notwithstanding the foregoing, even if the Extension Amendment Proposal and the Trust Agreement Amendment Proposal are approved, we may nevertheless choose not to hold the Extraordinary General Meeting or not to amend the Existing Charter and may liquidate on the Termination Date.

The purpose of the Extension Amendment Proposal, the Trust Agreement Amendment Proposal and, if necessary, the Adjournment Proposal, is to allow AlphaTime additional time to complete an initial business combination (“*Business Combination*”). Additionally, the purpose of the Extension Amendment Proposal is to simultaneously (i) provide those AlphaTime shareholders who do not wish to extend the Termination Date with the opportunity to exercise their redemption rights earlier than they would if AlphaTime liquidated on the Termination Date and (ii) allow those AlphaTime shareholders who wish for AlphaTime to continue its search for a Business Combination to remain shareholders. Currently, the Company has until the Termination Date, or January 4, 2024, to consummate the Business Combination. The Board has determined that it is in the best interests of AlphaTime to seek an extension of the Termination Date and have AlphaTime shareholders approve the Extension Amendment Proposal and Trust Agreement Amendment Proposal to allow for additional time to consummate a Business Combination. The Board believes that the current Termination Date will not provide sufficient time to complete a Business Combination. Given AlphaTime’s commitment of time, effort and financial resources to date with respect to identifying a Business Combination target, circumstances warrant providing shareholders with additional time and opportunity to consider a prospective Business Combination. However, even if the Extension Amendment Proposal and Trust Agreement Amendment Proposal are approved and the Extension and Extension Amendment are implemented, there is no assurance that AlphaTime will be able to consummate a Business Combination within the Combination Period, as extended, given the actions that must occur prior to closing of a Business Combination.

Pursuant to the Existing Charter and the Trust Agreement, in order to avail ourselves of the three (3) additional three-month extension periods to consummate the Business Combination, our sponsor, Alphamade Holding LP (the “*Sponsor*”) or its affiliates or designees, upon five days’ advance notice prior to the applicable Business Combination deadline, may, at their request, and by resolution of the Board, deposit into the Trust Account for each such three-month extension, on or prior to the date of the applicable Business Combination deadline \$690,000, (or \$0.10 per share) for each extension. If the Extension Amendment Proposal is approved, we may, by resolution of the Board, at the request of our Sponsor, avail ourselves of ten (10) extension periods, with the first extension comprised of three months, and the subsequent nine (9) extensions comprised of one month each, to consummate the Business Combination, subject to the Sponsor or its affiliates or designees, upon five days’ advance notice prior to the applicable Business Combination deadline, depositing into the Trust Account for each such three-month extension, on or prior to the date of the applicable Business Combination deadline \$55,000 for each month in an Extension. In the event that our Sponsor elects to extend the time to complete a Business Combination, pay the Extension Payment, and deposit the Extension Payment into the Trust Account, the Sponsor will receive a non-interest bearing, unsecured promissory note equal to the amount of the Extension Payment, which amount will not be repaid in the event that we are unable to close a Business Combination unless there are funds available outside the Trust Account to do so. In the event that we receive notice from our Sponsor five days prior to the applicable Business Combination deadline of its wish for us to effect an Extension, we intend to issue a press release announcing such Extension at least three days prior to the applicable Business Combination deadline. In addition, we intend to issue a press release the day after the applicable Business Combination deadline announcing whether or not the funds had been timely deposited. Our Sponsor and its affiliates or designees are not obligated to fund the Trust Account to extend the time for us to complete our Business Combination. To the extent that some, but not all, of our Sponsor’s affiliates or designees, decide to extend the period of time to consummate our Business Combination, such affiliates or designees may deposit the entire amount required. If we are unable to consummate our Business Combination within such time period, we will, as promptly as possible but not more than 10 business days thereafter, redeem 100% of our outstanding ordinary shares, par value \$0.0001 per share (the “*Public Shares*” or “*Ordinary Shares*”) for a pro rata portion of the funds held in the Trust Account, including a pro rata portion of any interest earned on the funds held in the Trust Account and not previously released to us to pay our taxes, and then seek to dissolve and liquidate. However, we may not be able to distribute such amounts as a result of claims of creditors which may take priority over the claims of our Public Shareholders. In the event of our dissolution and liquidation, the warrants and rights will expire and be worthless.

As contemplated by the Existing Charter, in the event that any amendment is made to the Existing Charter to, among other things, modify the substance or timing of the Company’s obligation to allow redemptions in connection with a Business Combination, the holders Public Shares (the “*Public Shareholders*”) may elect to redeem their Public Shares upon the approval of any such amendment to the Existing Charter in exchange for a pro rata share of the aggregate amount then on deposit in the Trust Account, including interest earned on the Trust Account (net of taxes paid or payable, if any), divided by the number of then outstanding Public Shares. You may elect to redeem your Public Shares in connection with the Extraordinary General Meeting, regardless of whether you vote for or against

the proposals, by following the instructions in the accompanying Proxy Statement. In addition, pursuant to the Existing Charter, AlphaTime may not redeem Public Shares in an amount that would cause our net tangible assets to be less than \$5,000,001, which condition may not be waived by the Board.

Notwithstanding the foregoing, pursuant to our Existing Charter, a Public Shareholder, together with any affiliate of such Public Shareholder or any other person with whom such Public Shareholder is acting in concert or as a “group” (as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), will be restricted from redeeming its Public Shares with respect to more than an aggregate of 15% of the Public Shares, without the Company’s prior consent. Accordingly, if a Public Shareholder, alone or acting in concert or as a group, seeks to redeem more than 15% of the Public Shares, then any such shares in excess of that 15% limit would not be redeemed for cash.

On the Record Date (defined below), the redemption price per Public Share was approximately \$10.73 (which is expected to be the same approximate price per Public Share on the date of the scheduled vote at the Extraordinary General Meeting), based on the aggregate amount on deposit in the Trust Account of approximately \$74,062,199.05 as of the Record Date (including interest not previously released to AlphaTime to pay its taxes), divided by the total number of then outstanding Public Shares. The closing price of the Public Shares on Nasdaq on the Record Date was \$10.71. Accordingly, if the market price of the Public Shares were to remain the same until the date of the Extraordinary General Meeting, exercising redemption rights would result in a holder of Public Shares receiving approximately \$0.02 more per share than if the Public Shares were sold in the open market. AlphaTime cannot assure Public Shareholders that they will be able to sell their Public Shares in the open market, even if the market price per Public Share is lower than the redemption price stated above, as there may not be sufficient liquidity in its securities when such Public Shareholders wish to sell their Public Shares. AlphaTime believes that such redemption right enables its holders of Public Shares to determine whether to sustain their investments for an additional period if AlphaTime does not complete a Business Combination on or before the Termination Date.

If the Extension Amendment Proposal and Trust Agreement Amendment Proposal are not approved and a Business Combination is not consummated by the Termination Date, or such later date that may be approved by AlphaTime shareholders, AlphaTime will (i) cease all operations except for the purpose of winding up, (ii) as promptly as reasonably possible but not more than ten (10) business days thereafter, redeem the Public Shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account including interest earned on the funds held in the Trust Account and not previously released to us to pay our taxes (less up to \$100,000 of interest to pay dissolution expenses), divided by the number of then outstanding Public Shares, which redemption will completely extinguish Public Shareholders’ rights as shareholders (including the right to receive further liquidating distributions, if any), subject to applicable law, and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining shareholders and our board of directors, dissolve and liquidate, subject in each case to our obligations under Cayman Islands law to provide for claims of creditors and the requirements of other applicable law.

Pursuant to our Existing Charter, a Public Shareholder may request to redeem all or a portion of such holder’s Public Shares for cash if the Extension Amendment is consummated. As a holder of Public Shares, you will be entitled to receive cash for any Public Shares to be redeemed only if you:

- (i) (a) hold Public Shares or (b) hold Public Shares through Units (as defined below) and elect to separate your Units into the underlying Public Shares, Public Warrants, and Public Rights (as defined below) prior to exercising your redemption rights with respect to the Public Shares;
- (ii) submit a written request to Equiniti Trust Company, LLC (f/k/a American Stock Transfer & Trust Company) (the “Trustee” or “transfer agent”) including the legal name, phone number and address of the beneficial owner of the Public Shares for which redemption is requested, that AlphaTime redeem all or a portion of your Public Shares for cash; and
- (iii) deliver your share certificates for Public Shares (if any) along with other applicable redemption forms to the Trustee, physically or electronically through The Depository Trust Company (“DTC”).

Holders must complete the procedures for electing to redeem their Public Shares in the manner described above prior to 5:00 p.m., Eastern Time, on December 18, 2023 (two business days prior to the scheduled vote at the Extraordinary General Meeting) in order for their Public Shares to be redeemed. Public Shareholders may elect to redeem Public Shares regardless of if or how they vote in respect of the Extension Amendment Proposal. If the Extension and Extension Amendment are not consummated, the Public Shares will be returned to the respective holder, broker or bank.

Subject to the foregoing, the approval of the Extension Amendment Proposal requires a special resolution under Cayman Islands law, being the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding Ordinary Shares entitled to vote and who, being present in person or represented by proxy at the Extraordinary General Meeting, or any adjournment thereof, vote on such matter. As of the date of this Proxy Statement, the Company has 9,034,200 Ordinary Shares outstanding. Accordingly, if all outstanding Ordinary Shares are present at the Extraordinary General Meeting, then in addition to the Founder Shares and shares included in the Private Placement Units, the Company will need 3,918,714 Public Shares or 56.79% of the outstanding Public Shares, to vote in favor of the Extension Amendment Proposal to approve such proposal.

Approval of the Trust Agreement Amendment Proposal requires pursuant to the Trust Agreement, the affirmative vote of at least sixty-five percent (“65%”) of the then outstanding Ordinary Shares pursuant to the Trust Agreement. As of the date of this Proxy Statement, the Company has 9,034,200 Ordinary Shares outstanding. Accordingly, if all outstanding Ordinary Shares are present at the Extraordinary General Meeting, then in addition to the Founder Shares and the shares included in the Private Placement Units, the Company will need 3,738,030 Public Shares or 54.17% of the outstanding Public Shares, to vote in favor of the Trust Agreement Amendment Proposal to approve such proposal.

Approval of the Adjournment Proposal requires an ordinary resolution under Cayman Islands law, being the affirmative vote of the holders of a simple majority of the issued and outstanding Ordinary Shares entitled to vote and who, being present in person or represented by proxy at the Extraordinary General Meeting, or any adjournment thereof, vote on such matter. Assuming all outstanding Ordinary Shares are present at the Extraordinary General Meeting, then in addition to the Founder Shares and the shares included in the Private Placement Units, the Company will need 2,391,935 Public Shares or 34.66% of the outstanding Public Shares, to vote in favor of the Adjournment Proposal to approve such proposal. The Adjournment Proposal will only be put forth for a vote if there are not sufficient votes to approve the Extension Amendment Proposal and Trust Agreement Amendment Proposal at the Extraordinary General Meeting.

Record holders of Ordinary Shares at the close of business on December 7, 2023 (the “*Record Date*”) are entitled to vote or have their votes cast at the Extraordinary General Meeting. On the Record Date, there were 9,034,200 issued and outstanding shares, of which 6,900,000 shares were held by holders of Public Shares and 2,134,200 Founder Shares held by the initial shareholders. AlphaTime’s warrants and rights do not have voting rights.

This Proxy Statement contains important information about the Extraordinary General Meeting, the Extension Amendment Proposal, Trust Agreement Amendment Proposal and the Adjournment Proposal. Whether or not you plan to attend the Extraordinary General Meeting, in person (virtually) or by proxy, AlphaTime urges you to read this material carefully and vote your shares.

This Proxy Statement is dated December 7, 2023 and is first being mailed to shareholders on or about that date.

By Order of the Board of Directors of AlphaTime Acquisition Corp

Dajiang Guo
Chief Executive Officer