



OXLEY HOLDINGS LIMITED

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(Incorporated in the Republic of Singapore)
(Company Registration No. 201005612G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Oxley Holdings Limited (the "**Company**") will be held by electronic means on Thursday, 27 October 2022 at 3.00 p.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day), for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

Ordinary Resolution

PROPOSED DISTRIBUTION

That pursuant to Regulations 135 and 140 of the Constitution of the Company:

- (a) subject to the receipt of any regulatory approvals which may be required, the Company makes a distribution of up to 97,361,657 ordinary shares in the issued capital of Aspen (Group) Holdings Limited (the "**Aspen Shares**") held by the Company, to the shareholders of the Company (collectively, the "**Shareholders**" and each, a "**Shareholder**") by way of a dividend *in specie* (the "**Proposed Distribution**") on the basis of 0.023 Aspen Share for each ordinary share in the issued capital of the Company ("**Share**") held by Shareholders ("**Entitled Shareholders**") as at the time and date to be determined by the Directors in their absolute discretion as they deem fit (the "**Record Date**"), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, the Aspen Shares will not be distributed to any Shareholder whose registered address as at the Record Date (as recorded in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**")) for the service of notice and documents is outside Singapore (an "**Overseas Shareholder**") and who have not at least three (3) market days prior to the Record Date provided the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632 or CDP, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing, and such Aspen Shares shall be dealt with in the manner set out in paragraph (c) below;
- (b) any resulting fractional Aspen Shares be aggregated and sold for the benefit of the Company, or otherwise dealt with in such manner and on such terms and conditions as the Directors deem fit;
- (c) arrangements be made for the distribution of Aspen Shares which would otherwise have been distributed to the Overseas Shareholders pursuant to the Proposed Distribution, to be distributed to such person(s) as the Directors may appoint, who shall, if practicable, sell such Aspen Shares at prices prevalent at the time of sale and thereafter, distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Overseas Shareholders according to the respective Aspen Shares they would otherwise have been entitled to as at the Record Date in full satisfaction of their rights to the Aspen Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith;

- (d) the Directors and each of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits of the Company to meet the value of the Aspen Shares to be distributed to the Entitled Shareholders based on the carrying value of the Aspen Shares in the accounts of the Company; and
- (e) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, decide all questions and exercise all discretion (including, but not limited to, approving, modifying and executing all documents) as they may consider necessary or expedient in connection with the Proposed Distribution and/or to give effect to the Proposed Distribution.

BY ORDER OF THE BOARD

Jaslyn Leong
Company Secretary
Singapore
11 October 2022

Notes:

General

1. The Extraordinary General Meeting ("**EGM**") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular dated 11 October 2022 will not be sent to members. Instead, the Circular dated 11 October 2022 will be sent to members by electronic means via publication on the SGX website at www.sgx.com/securities/company-announcements and on the Company's website at www.oxley.com.sg.
2. Alternative arrangements relating to participation in the EGM proceedings via electronic means, submission of questions in advance of the EGM or during the EGM, and voting during the EGM or by appointing the Chairman of the Meeting as proxy at the EGM, are set out below.

Participation in the EGM proceedings

3. Members will not be able to attend the EGM in person. Members who wish to attend the EGM via electronic means must pre-register themselves or their appointed proxies at <https://septusasia.com/oxleyagm2022> by **3.00 p.m. on 24 October 2022** to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
4. Following the verification, authenticated members and proxies will receive an email by 3.00 p.m. on 26 October 2022. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the EGM proceedings. Members and proxies who have registered by the deadline on 24 October 2022, but do not receive an email by **3.00 p.m. on 26 October 2022**, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. via email at oxleyagm2022@boardroomlimited.com and provide their full name and identification/registration number.
5. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to participate in the EGM proceedings via electronic means or submit questions in advance of the EGM, should contact their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
6. A Depositor shall not be regarded as a member of the Company entitled to participate in the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

Submission of questions

7. Members and proxies who have registered and been authenticated will be able to ask questions relating to the resolution to be tabled for approval at the EGM during the EGM by submitting text-based questions through the live chat function on the webcast platform. The Company will endeavour to address such questions during the EGM.
8. Members can also submit questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM in the following manner:
 - (a) via the pre-registration website at <https://septusiasia.com/oxleyagm2022>;
 - (b) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07, Keppel Bay Tower, Singapore 098632; or
 - (c) by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at oxleyagm2022@boardroomlimited.com,

in each case, to be received no later than **5.00 p.m. on 19 October 2022**.

If the questions are submitted by post or electronic mail, the member's full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.

9. The Company will address substantial and relevant questions which are submitted in advance of the EGM by publishing the responses to the questions on SGXNet and the Company's website at least 48 hours before the closing date and time for the lodgement of the proxy forms for the EGM.

Voting

10. Members (whether individual or corporate) who wish to exercise their voting rights at the EGM may cast their votes remotely in real-time during the EGM or appoint proxies to vote on their behalf remotely in real-time during the EGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM. The proxy form for the EGM is available on the SGX website at www.sgx.com/securities/company-announcements and on the Company's website at www.oxley.com.sg.
11. Unless otherwise permitted under the Companies Act 1967, a member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote instead of him. A proxy (including the Chairman of the Meeting as proxy) need not be a member of the Company. A member who is a relevant intermediary (as defined in the Companies Act 1967) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
12. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the proxy form. Where a member appoints the Chairman of the Meeting as his proxy, he must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
13. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to participate in the EGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their instructions by **14 October 2022**, to enable their respective relevant intermediaries to submit proxy forms so that they are received no later than **3.00 p.m. on 24 October 2022**.

14. A member who wishes to submit a proxy form to appoint a proxy or proxies (including the Chairman of the Meeting as proxy) must first download, complete and sign the proxy form, before submitting it:
- (a) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at oxleyagm2022@boardroomlimited.com,

in either case, to be received not later than **3.00 p.m. on 24 October 2022**, failing which the proxy form will be treated as invalid. Members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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.