

ASPEN (GROUP) HOLDINGS LIMITED
Company Registration No.: 201634750K
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

ASPEN (GROUP) HOLDINGS LIMITED

*(Incorporated in the Republic of Singapore)
(Company Registration Number: 201634750K)*

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Aspen (Group) Holdings Limited (the “**Company**”) will be held by way of electronic means on **Tuesday, 8 February 2022 at 11:00 a.m.** for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

*All capitalised terms in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 17 January 2022 (the “**Circular**”).*

ORDINARY RESOLUTION

APPROVAL FOR THE PROPOSED DIVESTMENT

THAT:

- (a) Approval be and is hereby given to the Company for the Proposed Divestment and all transactions in relation thereto on the terms and conditions of the SPA, such Proposed Divestment being a major transaction for the purposes of Chapter 10 of the Listing Manual of the SGX-ST;
- (b) Any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Divestment, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Divestment and the SPA; and
- (c) Any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution and the Proposed Divestment be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

ASPEN (GROUP) HOLDINGS LIMITED

DATO' MURLY MANOKHARAN

President and Group Chief Executive Officer
17 January 2022

Notes:

1. The 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 this notice will not be sent to members. Instead, this notice will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements> and may be accessed at the Company's website at the URL <https://aspen.listedcompany.com/newsroom.html>.
2. Due to the current Covid-19 restriction orders in Singapore, members will not be able to attend the EGM in person. Members will be able to watch the proceedings of the EGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by **11:00 a.m. on 5 February 2022**. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by **11:00 a.m. on 7 February 2022**. Members who do not receive an email by **11:00 a.m. on 7 February 2022** should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services by phone call at +65 6236 3550 / +65 6236 3555 during operating hours from 8:30 a.m. to 5:30 p.m. for assistance.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, other than SRS Investors, and wish to participate in the EGM should, in addition to pre-registering, approach their respective agents, by **5:00 p.m. on 25 January 2022**, so that the necessary arrangements can be made by the relevant agents for their participating in the EGM.

3. Members will NOT be able to ask questions during the Live Webcast of the EGM proceedings to avoid any technical disruption and interference to the Live Webcast. However, Shareholders may ask questions related to the ordinary resolution to be tabled for approval at the EGM during the virtual information session ("VIS") to be held prior to the EGM or by submitting the completed Questions Form in advance of the VIS. Therefore, it is important for Shareholders to submit their questions in advance of the VIS or participate in the VIS to ask their questions.

All Questions Form must be submitted by no later than **11:00 a.m. on 26 January 2022** (the "**VIS Questions Deadline**") to the Company:

- (a) via email to: egm@aspen.com.my; or
- (b) via post, to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898.

The Questions Form may be accessed and downloaded from SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <https://aspen.listedcompany.com/newsroom.html>.

The Company will address all substantial and relevant questions related to the ordinary resolution to be tabled for approval at the EGM received by the VIS Questions Deadline during the VIS, and will also publish the minutes, or provide a link for Shareholders and investors to access a recording of the VIS, by **31 January 2022** on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <https://aspen.listedcompany.com/newsroom.html>.

For verification purposes, when submitting the Questions Form via email or post, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number / company registration number, shareholding type and number of shares held).

The Company will address the substantial queries from members and upload the Company's responses on the SGXNet by **31 January 2022** (being not less than seventy-two (72) hours before the closing date and time for the lodgment of the Proxy Form).

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, including SRS Investors, can submit their questions in relation to the ordinary resolution set out in the Notice of EGM. However, they must approach their respective agents by **5:00 p.m. on 21 January 2022**, so that the necessary arrangements can be made by the relevant agents to submit the questions.

A VIS will be held for Shareholders and investors prior to the EGM, at **11:00 a.m. on 28 January 2022** where the Company will address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders in relation to the ordinary resolution to approve the Proposed Divestment as set out in the Notice of EGM. Shareholders will also be able to ask questions “live” during the VIS.

Shareholders who wish to participate in the VIS through a “live” webcast comprising both video (audiovisual) and audio feeds must pre-register no later than **11:00 a.m. on 25 January 2022** (the “**VIS Registration Deadline**”). Shareholders can pre-register for the VIS at the URL: <https://www.egm.aspen.com.my/virtual-information-registration>.

As the VIS is being held only for Shareholders, it is compulsory for Shareholders to pre-register for the VIS to enable the Company to verify their status as Shareholders. Any registration received after the VIS Registration Deadline will not be accepted. Following the verification, authenticated Shareholders will receive an email by **11:00 a.m. on 27 January 2022**. The email will contain login credentials and instructions to access the VIS proceedings. Shareholders who do not receive an email by **11:00 a.m. on 27 January 2022**, but have registered by the VIS Registration Deadline, should contact the Company’s Share Registrar, Tricor Barbinder Share Registration Services by phone at +65 6236 3550 / +65 6236 3555 during operating hours from 8:30 a.m. to 5:30 p.m. for assistance. Members must not forward the email instructions to other persons who are not members and who are not entitled to attend the VIS proceedings.

The Company will publish the minutes, or provide a link for Shareholders and investors to access a recording of the VIS, by **31 January 2022** on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company’s website at the URL <https://aspen.listedcompany.com/newsroom.html>.

4. A member will not be able to attend the EGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) in hard copy by post to the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or
 - (b) via email to: egm@aspen.com.my

in either case, not less than 72 hours before the time for holding the EGM and at any adjournment thereof.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, including SRS investors, and wish to appoint the Chairman of the EGM as proxy, should approach their respective agents to submit their votes by **5:00 p.m. on 25 January 2022** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **11:00 a.m. on 5 February 2022**.

7. The Circular in relation to the Proposed Divestment have been made available on SGXNet and may be accessed at <https://www.sgx.com/securities/company-announcements> or the Company's URL <https://aspen.listedcompany.com/newsroom.html>.
8. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
9. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
11. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

IMPORTANT REMINDERS

Due to the constantly evolving Covid-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNet for updates on the EGM. Further, in view of the current Covid-19 measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 guideline (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.