

# ASPEN (GROUP) HOLDINGS LIMITED

(Company Registration No.: 201634750K)  
(Incorporated in the Republic of Singapore)

## PROXY FORM ANNUAL GENERAL MEETING

### IMPORTANT

1. The Annual General Meeting ("AGM") is being convened, and will be held by way 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 Notice of Annual General Meeting will not be sent to members. Instead, it will be sent to members by electronic means via announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> 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 AGM in person.
3. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM are set out in the Company's Notice of AGM dated 4 April 2021. The Notice of AGM may be accessed at the Company's website at the URL <https://aspen.listedcompany.com/newsroom.html>, and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
4. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.
5. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10:00 a.m. on 23 April 2021.
6. By submitting an instrument appointing the Chairman of the AGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 4 April 2021.
7. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the AGM as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I / We, \_\_\_\_\_ (Name) of NRIC/Passport/Company Registration No, \_\_\_\_\_  
of \_\_\_\_\_ (Address)

being a member/members of Aspen (Group) Holdings Limited (the "Company"), hereby appoint:

the Chairman of the AGM of the Company

as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the AGM of the Company to be held by way of electronic means on Monday, 26 April 2021 at 10:00 a.m. (Singapore time) and at any adjournment thereof. I/We direct the Chairman of the Meeting to vote for, against and/or to abstain from the Ordinary Resolutions to be proposed at the AGM as indicated with an "X" in the spaces provided hereunder. If no specific direction as to voting is given, the Chairman may vote or abstain from voting at his/their discretion.

Resolution No.	Ordinary Resolutions	For*	Against*	Abstain*
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2020, the Directors' Statement and the Report of the Auditors thereon.			
2.	Approval of the payment of Directors' fees of RM420,000 for the financial year ended 31 December 2020.			
3.	Re-election of Dato' Murly Manokharan as Director.			
4.	Re-election of Dato' Alan Teo Kwong Chia as Director.			
5.	Re-election of Mr Ching Chiat Kwong as Director.			
6.	Re-appointment of Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
7.	Authority to allot and issue shares in the capital of the Company and/or instruments pursuant to Section 161 of the Companies Act.			
8.	Authority to allot and issue shares under the AV Employee Share Option Scheme.			
9.	Proposed Grant of Options at a Discount under the AV Employee Share Option Scheme.			
10.	Authority to allot and issue shares under the AV Performance Share Plan.			
11.	Proposed Renewal of the Share Buy Back Mandate.			

\* Delete as appropriate.

\*\* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", please indicate with a tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in the resolution. If you wish to "Abstain" from voting on the resolution, please indicate with a tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting. In the absence of directions for the resolution, the appointment of Chairman of the Meeting as your proxy for the resolution will be treated as invalid.

Total number of Shares in :	No. of Shares held
(a) CDP Register	
(b) Register of Members	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

.....  
Signature(s) of Member(s) / Common Seal of Corporate Member

**IMPORTANT:** Please read notes overleaf

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act, (Chapter 289) of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM 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 **10:00 a.m. on 23 April 2021** at <https://agm.aspen.com.my>. 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 AGM by **10:00 a.m. on 24 April 2021**. Members who do not receive an email by **10:00 a.m. on 24 April 2021** 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.
3. 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 AGM should, in addition to pre-registering, approach their respective agents, **by 5:00 p.m. on 16 April 2021**, so that the necessary arrangements can be made by the relevant agents for their participating in the AGM.
4. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolutions to be tabled for approval at the AGM. Please note that members will not be able to ask questions at the AGM “live” during the webcast and the audio feed to avoid any technical disruption and interference to the Live Webcast.

All questions by members must be submitted by **no later than 10:00 a.m. on 19 April 2021** to the Company:

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

For verification purpose, when submitting any questions via email, 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 endeavour to address the substantial queries from members by 21 April 2021. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM. The minutes of the AGM, including responses to substantial queries from the members which are addressed during the AGM, shall thereafter be published on SGXNet and the Company’s corporate website at <https://aspen.listedcompany.com/newsroom.html>, within one (1) month from the date of the AGM.

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 any resolution set out in the Notice of AGM upon pre-registration, however, they must, in addition to pre-registering, approach their respective agents by **5:00 p.m. on 16 April 2021**, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

5. A member will not be able to attend the AGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM. In appointing the Chairman of the AGM 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.
6. The Chairman of the AGM, as proxy, need not be a member of the Company.
7. The instrument appointing the Chairman of the AGM 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: [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com)

in either case, not less than 72 hours before the time for holding the AGM 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 AGM as proxy, should approach their respective agents to submit their votes by **5:00 p.m. on 16 April 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by **10:00 a.m. on 23 April 2021**.

8. The Annual Report 2020 may be accessed at the Company's website at the URL <https://aspen.listedcompany.com/newsroom.html> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.
9. The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM 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.
10. Where an instrument appointing the Chairman of the AGM 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.
11. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM 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 AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
12. 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 AGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. 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.

*Fold along this line*

---

**Affix  
Postage  
Stamp  
Here**

**ASPEN (GROUP) HOLDINGS LIMITED**

Company's Share Registrar  
Tricor Barbinder Share Registration Services  
80 Robinson Road  
#11-02  
Singapore 068898

---

*Fold along this line*