
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 Monday, 6 February 2023 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 18 January 2023 (the “**Circular**”).*

ORDINARY RESOLUTION

APPROVAL FOR THE PROPOSED DISPOSAL

THAT:

- (a) Approval be and is hereby given to the Company for the Proposed Disposal and all transactions in relation thereto on the terms and conditions of the SPA, such Proposed Disposal 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 Disposal, 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 Disposal 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 resolution and the Proposed Disposal 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
18 January 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Circular will not be sent to members. Instead, this Circular 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 a surge in new COVID-19 infections globally and the Company's efforts to minimize physical interactions and keep COVID-19 transmission risk to a minimum, members will not be able to attend the EGM in person. Members will be able to attend the proceedings of the EGM through a "live" webcast via their mobile phones, tablets or computers or through a "live" audio feed via telephone. In order to do so, members who wish to attend the "live" webcast or "live" audio feed must pre-register **by no later than 11:00 a.m. on 3 February 2023**, at <https://conveneagm.com/sg/aspenegm2023>. 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 no later than 11:00 a.m. on 4 February 2023**. Members who do not receive an email **by no later than 11:00 a.m. on 4 February 2023** 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 at least seven working days before the EGM, so that the necessary arrangements can be made by the relevant agents for their participating in the EGM.

3. Members who pre-register to attend the EGM may ask questions relating to the resolution to be tabled at the EGM for approval, "live" at the EGM, by submitting their questions through the "live" chat function via the platform. Members may also submit questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM. Such questions must be received by the Company in the following manner **by no later than 11:00 a.m. on 27 January 2023**:

(a) via the pre-registration website at <https://conveneagm.com/sg/aspenegm2023>;

(b) via email to: egm@aspen.com.my; or

(c) 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 or by 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 Management and the Board of Directors of the Company will endeavour to address the substantial queries from members at least 48 hours prior to the closing date and time of the lodgement of the proxy forms by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://aspen.listedcompany.com/newsroom.html>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the EGM, the Company will address them at the EGM. The minutes of the EGM, including responses to substantial queries from the members which are addressed during the EGM, 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 EGM.

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 resolution set out in the Notice of EGM upon pre-registration, however, they must, in addition to pre-registering, approach their respective agents at least seven working days before the EGM, so that the necessary arrangements can be made by the relevant agents for their participation in the EGM.

4. Members who wish to exercise their voting rights at the EGM may:

(a) (where such members are individuals) vote "live" via electronic means at the EGM;

(b) (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on their behalf; or

(c) (where such members are individuals or corporates) appoint the Chairman of the EGM as their proxy to 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. A proxy need not be a member of the Company.

6. The Proxy Form must be submitted to the Company in the following manner:

(a) via the following URL <https://conveneagm.com/sg/aspenegm2023> (the "Aspen EGM Website") in the electronic format accessible on the Aspen EGM Website; or

(b) in hard copy **by post** to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80

NOTICE OF EXTRAORDINARY GENERAL MEETING

Robinson Road, #11-02, Singapore 068898; or

(c) via email to: sg.is.proxy@sg.tricorglobal.com

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 a proxy form 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 a proxy or proxies (including the Chairman), should approach their respective agents to submit their proxy forms at least seven working days before the EGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to vote on their behalf **by no later than 11:00 a.m. on 3 February 2023**.

7. The Circular in relation to the Proposed Disposal 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 Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form 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 the Proxy Form 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 Proxy Form, failing which the Proxy Form may be treated as invalid.
10. The Company shall be entitled to reject the Proxy Form 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 Proxy Form (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.

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.