

ASPEN (GROUP) HOLDINGS LIMITED

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

MINUTES OF EXTRAORDINARY GENERAL MEETING

MINUTES of the Extraordinary General Meeting (the “**EGM**” or “**Meeting**”) of Aspen (Group) Holdings Limited (the “**Company**”) held by way of electronic means on Monday, 6 February 2023 at 11:00 a.m.

PRESENT

Board of Directors

Mr Cheah Teik Seng (Chairman and Independent Non-Executive Director)
Dato' Murly Manokharan (President and Group Chief Executive Officer)
Dato' Seri Nazir Ariff bin Mushir Ariff (Executive Deputy Chairman)
Ir. Anilarasu Amaranazan (Group Managing Director)
Dr Lim Su Kiat (Non-Independent Non-Executive Director)
Dato' Alan Teo Kwong Chia (Independent Non-Executive Director)
Dato' Choong Khuat Seng (Independent Non-Executive Director)

Chief Financial Officer

Mr Lim Soo Aun

IN ATTENDANCE

As set out in the attendance list maintained by the Company.

CHAIRMAN

Mr Cheah Teik Seng, the Chairman of the Meeting and Board of Directors (“**Chairman**”) welcomed the shareholders for their attendance. He expressed his regret that, due to a surge in new COVID-19 infections globally and the Company's efforts to minimise physical interactions and keep COVID-19 transmission risk to a minimum, shareholders were not able to attend the EGM in person. The Chairman introduced the Board members, Chief Financial Officer as well as Ms Nadiah Wong Binti Abdullah (Divisional Director of Corporate), Company Secretaries, Share Registrar and Independent Scrutineer who had joined the EGM via live webcast.

QUORUM

With the requisite quorum being present, the Chairman declared the Meeting to order at 11:00 a.m.

NOTICE

The notice of the Meeting, having been circulated to the members, was taken as read.

RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS

The Chairman informed the Meeting that the Company had not received any questions relating to the agenda of the EGM from the shareholders.

LIVE QUESTION AND ANSWER AND POLL VOTING

The Chairman explained that (a) shareholders or their duly appointed proxies who are accessing the EGM proceedings via the audio-visual webcast platform may ask questions “live” by submitting text-based questions in relation to the resolution of the EGM; (b) shareholders were able to cast their votes “live” on the resolution tabled for approval at the EGM; and (c) the Company had received proxy forms from certain shareholders appointing the Chairman as their proxy to vote on their behalf, in accordance with their instructions.

The Chairman further informed that the voting on the proposed resolution tabled at the EGM would be conducted by way of poll. Entrust Advisory Pte. Ltd. was appointed as the Company’s Independent Scrutineer for the poll. Convene SG Pte. Ltd. was appointed as the Polling Counting Agent. The Independent Scrutineer had verified all the votes casted on the resolution at the EGM.

Shareholders were also briefed on the Question and Answer and polling procedures. It was noted that no questions were received from the shareholders via the online text box during the Meeting.

ORDINARY RESOLUTION – APPROVAL FOR THE PROPOSED DISPOSAL

The Chairman proposed the motion to approve the Proposed Disposal as set out in the Notice of EGM and the Circular to Shareholders dated 18 January 2023.

The results of the votes cast for the Ordinary Resolution were as follows:

	Total Votes	Percentage
For the Resolution	605,172,126	99.99%
Against the Resolution	80,431	0.01%

Based on the results of the poll, the Chairman declared the following motion was carried:

“RESOLVED 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.”**

CONCLUSION

There being no other business, the Chairman declared the Meeting of the Company closed at 11.20 a.m. and thanked everyone for their participation and support.

Confirmed as True Record of Proceedings held

CHEAH TEIK SENG
Chairman of the Meeting
Date: 2 March 2023