



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

(I) PROPOSED INVESTMENT IN A WHOLLY OWNED SUBSIDIARY OF THE COMPANY THROUGH THE SUBSCRIPTION OF NEW SHARES AND (II) REDEMPTION OF SHARES IN WHOLLY OWNED SUBSIDIARY

1. INTRODUCTION

- 1.1 The board of directors (the "**Board**" or "**Directors**") of Aspen (Group) Holdings Limited (the "**Company**", and together with its subsidiaries, "**Aspen**") wishes to announce that three of the wholly-owned subsidiaries of the Company, namely, Aspen Vision Land Sdn. Bhd. ("**AVL**"), the existing shareholders of AVL, Aspen Vision Development Sdn. Bhd. ("**AVD**") and Aspen Vision All Sdn. Bhd. ("**AVA**" and together with AVD, the "**Existing Shareholders of AVL**") have entered into a subscription and shareholders' agreement dated 26 May 2025 (the "**Subscription and Shareholders' Agreement**") with Kerjaya Prospek Ventures Sdn. Bhd. ("**KPV**" and together with AVD, the "**Subscribers**", and together with AVL, AVD and AVA, the "**Parties**" and each, a "**Party**") to set out their commitments in respect of the subscription of shares in the capital of AVL and to regulate their rights as shareholders of AVL.
- 1.2 As at the date of this announcement, (a) AVL has an issued and paid-up share capital of RM120,549,000 comprising 4,319,000 ordinary shares ("**Ordinary Shares**") and 1,162,300 redeemable preference shares ("**RPS**") and (b) AVD is the registered and beneficial owner of 4,319,000 Ordinary Shares and 614,500 RPS in AVL, and AVA is the registered and beneficial owner of the balance of 547,800 RPS in AVL.
- 1.3 Pursuant to the Subscription and Shareholders' Agreement, (i) KPV will subscribe for and AVL will allot and issue 4,410,000 new Ordinary Shares and 935,900 new RPS in the capital of AVL (collectively, the "**KPV Subscription Shares**") for an aggregate subscription consideration of RM98,000,000 (the "**KPV Subscription Consideration**") and (ii) AVD will subscribe for and AVL will allot and issue 271,000 new Ordinary Shares in the capital of AVL (the "**AVD Subscription Shares**" and together with the KPV Subscription Shares, the "**Subscription Shares**") for an aggregate subscription consideration of RM271,000 (the "**AVD Subscription Consideration**" and together with the KPV Subscription Consideration, the "**Subscription Consideration**"), on the terms and subject to the conditions of the Subscription and Shareholders' Agreement (the "**Proposed Issuance**").
- 1.4 Pursuant to the terms and subject to the conditions of the Subscription and Shareholders' Agreement, it is contemplated that a part of the Subscription Consideration will be applied towards the Redemption (as defined below) of RPS held by the Existing Shareholders of AVL (the "**Existing RPS**"). Upon completion of the allotment and issuance of the KPV Subscription Shares, the Company's effective shareholding in AVL will be diluted from 100% to 51% (the "**Dilution**"). Please refer to section 7 of this announcement for further details of the Dilution.
- 1.5 The Company intends to convene an extraordinary general meeting ("**EGM**") to seek the approval of shareholders of the Company ("**Shareholders**") for the Proposed Issuance and Dilution. Further information on the Proposed Issuance, Redemption and Dilution will also be set out in a circular to be issued by the Company to the Shareholders in due course, for the

purpose of obtaining the approval of Shareholders in respect of the Proposed Issuance and Dilution at the EGM to be convened (the "**Circular**"). The EGM will allow Shareholders to consider, and if thought fit, to approve the Proposed Issuance and Dilution.

2. INFORMATION ON THE SUBSCRIBERS

2.1 Information on KPV¹

- (a) KPV is a wholly-owned indirect subsidiary of Kerjaya Prospek Group Berhad ("**KPGB**"). KPV is incorporated in Malaysia on 7 May 2025 with an issued and paid-up share capital of RM100.00 comprising 100 ordinary shares, as at the date of this announcement. KPGB and KPV are principally engaged in the construction of high-end commercial and high-rise residential buildings, property development and manufacturing of lighting and kitchen solutions. The shares of KPGB are presently listed and quoted on the Main Market of Bursa Malaysia Securities Berhad.
- (b) To the best knowledge of the Board, KPV is not related to the Directors or controlling Shareholders of the Company and their respective associates save and except that, as disclosed in KPGB's announcement dated 26 May 2025 released on the company announcements page of the Bursa Malaysia website in respect of a proposed joint venture, Datuk Tee Eng Ho ("**DTEH**") and Dato' Tee Eng Seng ("**DTES**"), the major shareholders of KPGB by virtue of their shareholdings in Javawana Sdn. Bhd., hold 2.22% of the issued shares in the capital of the Company via a company jointly controlled by DTEH and DTES.

2.2 Information on AVD

AVD is a wholly-owned subsidiary of the Company. AVD is a private limited company incorporated in Malaysia on 15 January 2013 with an issued and paid-up share capital of RM159,800,000 comprising 7,000,000 ordinary shares and 1,528,000 RPS, as at the date of this announcement. The shares of AVD are indirectly wholly held by the Company. AVD is principally engaged in the business of management services and investment holding activities. For further details, please refer to the annual report of the Company for the financial year ended 30 June 2024 ("**FY2024**").

3. SALIENT TERMS OF THE SUBSCRIPTION AND SHAREHOLDERS' AGREEMENT

3.1 Subscription Shares and Subscription Consideration

- (a) Subject to the terms and conditions of the Subscription and Shareholders' Agreement, (i) KPV will subscribe for and AVL will issue the KPV Subscription Shares for the KPV Subscription Consideration and (ii) AVD will subscribe for and AVL will issue the AVD Subscription Shares for the AVD Subscription Consideration. The Subscription Consideration was negotiated at arms' length and arrived at on a willing-buyer, willing-seller basis, taking into account the historical financial information and potential future performance of AVL.
- (b) The subscription by KPV for the KPV Subscription Shares shall be completed simultaneously with, and is subject to completion of, the subscription by AVD for the

¹The information set out in section 2.1 is based solely on information provided by KPV and KPGB and has been confirmed by KPV and KPGB. In respect of such information, the Company has not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

AVD Subscription Shares in accordance with the terms of the Subscription and Shareholders' Agreement.

- (c) The KPV Subscription Consideration may be paid in one or more tranches, provided that the entire amount is fully paid by KPV to AVL by the Proposed Issuance Completion Date (as defined below). The AVD Subscription Consideration shall be paid by AVD to AVL on the Proposed Issuance Completion Date.
- (d) The Subscription Shares shall be issued free of all encumbrances with full legal and beneficial title and any Subscription Shares (when allotted and issued) shall rank *pari passu* in all respects and carry all rights similar to existing Ordinary Shares and RPS in the capital of AVL (as the case may be), with effect from the date of completion of the Proposed Issuance (the "**Completion of the Proposed Issuance**").
- (e) The Subscription Consideration of RM98,271,000.00 represents an excess of RM79,451,000.00 over the net asset value of the Subscription Shares as at 30 June 2024.

3.2 Completion of the Proposed Issuance

- (a) Completion of the Proposed Issuance is conditional on certain conditions being obtained, fulfilled or waived on or before the day falling 90 days from the date of the Subscription and Shareholders' Agreement (or such other date as the Parties may agree in writing) (the "**Conditions Precedent**"), which include, amongst others, the following conditions:
 - (i) The approval of the shareholders of the holding company or ultimate holding company of KPV (including KPGB), being obtained by KPV at its own cost and expense at an EGM to be convened for the subscription of the KPV Subscription Shares in accordance with the terms and conditions of the Subscription and Shareholders' Agreement, if required;
 - (ii) The approval of the shareholders of the holding company or ultimate holding company of the Existing Shareholders of AVL being obtained by the Existing Shareholders of AVL at their own cost and expense at an EGM to be convened for the subscription of the AVD Subscription Shares and the issuance of the KPV Subscription Shares in accordance with the terms and conditions of the Subscription and Shareholders' Agreement and the entering into of the Subscription and Shareholders' Agreement, if required;
 - (iii) The approval or consent of the financiers/creditors of AVL and Aspen Vision City Sdn. Bhd.² ("**AVC**"), being a subsidiary of AVL as at the date of the Subscription and Shareholders' Agreement for, *inter alia*, the issuance and allotment of the Subscription Shares upon the terms and subject to the conditions of the Subscription and Shareholders' Agreement, where required, being obtained by the Existing Shareholders of AVL at their own cost and expense;
 - (iv) The approval or consent or (where mutually agreed by the Parties) or notification, together with any written clarification or written confirmation as deemed necessary by any Party from any relevant party (including but not limited to the consent of Ikano on matters as required by KPV, and if required, only notification to Penang Development Corporation ("**PDC**")) that is a party which has entered into any subsisting arrangement, contract or undertaking or guarantee with or involving AVL and AVC, where required, in each case to the extent that at the Proposed Issuance Completion Date the same remain to be

² AVL and Ikano Pte Ltd ("**Ikano**") hold 80% and 20% of the issued shares of AVC, respectively.

completed or performed or remain in force, being obtained by the Existing Shareholders of AVL at their own cost and expense; and

- (v) Any other approvals, waivers or consents of any authorities (including listing authorities) or parties as required by law or regulation.
- (b) Completion of the Proposed Issuance shall take place on the business day falling 60 days after the date upon which the Subscription and Shareholders' Agreement becomes unconditional or is deemed to have become unconditional in accordance with its terms, or such other date as may be agreed upon amongst the Parties (the **"Proposed Issuance Completion Date"**).

3.3 Utilisation of the Subscription Consideration and Redemption

Pursuant to the Subscription and Shareholders' Agreement, and in accordance with the requirements set out in AVL's constitution, AVL shall, within 10 business days from the Proposed Issuance Completion Date, utilise:

- (a) RM18,549,000 from the KPV Subscription Consideration to redeem and cancel 185,490 Existing RPS held by either of the Existing Shareholders of AVL; and
- (b) RM271,000 from the AVD Subscription Consideration to redeem and cancel 2,710 Existing RPS held by either of the Existing Shareholders of AVL,

(the **"Redemption"**).

RM76,000,000 from the KPV Subscription Consideration shall be injected into AVC as new capital by way of subscription of new shares in AVC. Simultaneously, the Existing Shareholders of AVL shall use their best endeavours to procure Ikano to inject new capital amounting to RM19,000,000 by way of subscription of new shares in AVC to maintain its 20% equity interest in AVC. The remaining sum of RM3,451,000 shall be utilised as the working capital of AVL.

The share capital of AVL immediately before and after the Proposed Issuance and the Redemption shall be as follows:

	Before the Proposed Issuance and Redemption	After the Proposed Issuance and Redemption
Number of Ordinary Shares	4,319,000	9,000,000
Number of RPS	1,162,300	1,910,000
Issued and paid-up share capital (RM)	120,549,000	200,000,000

4. RATIONALE FOR THE PROPOSED ISSUANCE

- 4.1 The Proposed Issuance will result in a capital injection of RM76,000,000 into AVC, which will enable AVC to accelerate the implementation of its ongoing developments within Aspen Vision

City, Batu Kawan. Part of the Subscription Consideration will also be applied towards the Redemption. For further details of this, please refer to section 3.3 of this announcement above.

4.2 The rationale for Aspen to enter into the Subscription and Shareholders' Agreement is to enable Aspen to:

- (a) Strengthen the capital base of AVC through the injection of new capital and thereby expediting the implementation of its master development plans for Aspen Vision City, Batu Kawan;
- (b) Provide AVL with the financial flexibility to exercise its contractual first right of refusal under the Purchase and Development Agreement dated 3 September 2014 with PDC to acquire and develop an additional 41.1279 acres of land adjacent to the existing development site in Aspen Vision City, Batu Kawan, subject to terms and price to be mutually agreed with PDC;
- (c) Leverage on KPGB's expertise, experience and industry connections in the construction and property development sectors to further the growth of Aspen; and
- (d) Pursue potential strategic partnership initiatives and synergies with KPV, as both Aspen and KPV operate in the property development space.

4.3 In view of the above, the Board is of the view that the Proposed Issuance is in line with Aspen's overall approach of developing capital-efficient partnerships to realise the potential of its landbank.

5. FINANCIAL EFFECTS OF THE PROPOSED ISSUANCE AND REDEMPTION

The financial effects of the Proposed Issuance and Redemption on Aspen as set out below are for illustrative purposes only and are not intended to reflect the actual future financial performance or position of Aspen immediately after the completion of the Proposed Issuance and Redemption. The financial effects of the Proposed Issuance and Redemption set out below have been prepared based on Aspen's audited consolidated financial statements for FY2024. The financial effects do not take into consideration expenses incurred or to be incurred in connection with the Proposed Issuance and Redemption.

(a) Effect on NTA per share

The Proposed Issuance and Redemption will not have an effect on the NTA per share of the Company, assuming that the Proposed Issuance and Redemption had been completed on 30 June 2024, being the end of the most recently completed financial year for which results have been announced (i.e. FY2024), are set out below.

(b) Effect on EPS

The Proposed Issuance and Redemption will not have an effect on the EPS of the Company assuming that the Proposed Issuance and Redemption had been completed on 1 July 2023, being the beginning of the most recently completed financial year for which results have been announced.

(c) Effect on share capital of the Company

The Proposed Issuance and Redemption will not have an effect on the share capital of the Company.

6. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

The Proposed Issuance and Redemption have collectively resulted in a dilution of 49% of the Company's interests in the share capital of AVL. Accordingly, for illustrative purposes, the relative figures in relation to the Proposed Issuance and Redemption collectively computed on the applicable bases set out in Rule 1006 of the Listing Manual based on Aspen's latest announced unaudited condensed interim financial statements for the six months ended 31 December 2024 ("**1H FY2025**"), are as follows:

Rule	Bases of computation	Relative figures in respect of the Proposed Issuance (%)	Relative figures in respect of the Proposed Issuance and Redemption (%)
Rule 1006(a)	The net asset value (" NAV ") of the assets to be disposed of, compared with Aspen's NAV	33.1 ⁽¹⁾	26.7 ⁽²⁾
Rule 1006(b)	The net profits attributable to the assets acquired or disposed of, compared with Aspen's net profits	0.8 ⁽³⁾	0.8 ⁽⁴⁾
Rule 1006(c)	The aggregate value of the Subscription Consideration, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	65.5 ⁽⁵⁾	52.9 ⁽⁶⁾
Rule 1006(d)	The number of equity securities issued by the Company as consideration for the proposed acquisition, compared with the number of equity securities previously in issue	Not applicable ⁽⁷⁾	Not applicable ⁽⁷⁾
Rule 1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of Aspen's proved and probable reserves. This basis is applicable to a disposal of mineral, oil and gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable ⁽⁸⁾	Not applicable ⁽⁸⁾

Notes:

- (1) This figure is computed based on (i) the unaudited NAV of the assets to be disposed of, being the 4,410,000 new Ordinary Shares and 935,900 new RPS in the capital of AVL which KPV will subscribe for, which form part of the Subscription Shares, and which represent 49% of the share capital of AVL, and which amounted to approximately RM98,000,000; and (ii) the NAV of Aspen as at 31 December 2024, which amounted to approximately RM296,364,000.
- (2) This figure is computed based on (i) the unaudited NAV of the assets to be disposed of, being the 4,410,000 new Ordinary Shares and 935,900 new RPS in the capital of AVL which KPV will subscribe for, which form part of the Subscription Shares, and which represent 49% of the share capital of AVL, and which amounted to approximately RM98,000,000, less (ii) the 188,200 Existing RPS which will be redeemed as part of the Redemption and (iii) the NAV of Aspen as at 31 December 2024, which amounted to approximately RM296,364,000.
- (3) This figure is computed based on (i) the net profit attributable to the assets to be disposed of, being the Subscription Shares, which represent 49% of the share capital of AVL, which amounted to approximately RM518,024; and (ii) the net profits recorded by Aspen which amounted to approximately RM68,012,000, for 1H FY2025.
- (4) This figure is computed based on (i) the net profit attributable to the assets to be disposed of, being the Subscription Shares, which represent 49% of the share capital of AVL, which amounted to approximately RM518,024; and (ii) the net profits recorded by Aspen which amounted to approximately RM68,012,000, for 1H FY2025.
- (5) This figure is computed based on (i) the Subscription Consideration of RM98,271,000 and (ii) the Company's market capitalisation of approximately RM150,059,271 (based on exchange rate of S\$1:RM3.2982) as at 23 May 2025. Under Rule 1002(5) of the Listing Manual, the market capitalisation of the Company is determined by multiplying the number of shares in issue (excluding treasury shares) being 1,083,269,594 shares by the weighted average price of S\$0.0420 on 23 May 2025 (being the last market day on which the shares of the Company were traded prior to the date of signing of the Subscription and Shareholders' Agreement).
- (6) This figure is computed based on (i) the Subscription Consideration of RM98,271,000, less (ii) the amount of RM18,820,000 from the Subscription Consideration which will be applied towards the Redemption and (iii) the Company's market capitalisation of approximately RM150,059,271 (based on exchange rate of S\$1:RM3.2982) as at 23 May 2025. Under Rule 1002(5) of the Listing Manual, the market capitalisation of the Company is determined by multiplying the number of shares in issue (excluding treasury shares) being 1,083,269,594 shares by the weighted average price of S\$0.0420 on 23 May 2025 (being the last market day on which the shares of the Company were traded prior to the date of signing of the Subscription and Shareholders' Agreement).
- (7) This basis is not applicable as the Proposed Issuance is a disposal and not an acquisition.
- (8) This basis is not applicable as the disposal does not involve mineral, oil or gas assets, and the Company is not a mineral, oil and gas company.

Pursuant to Rule 1014 of the Listing Manual, in respect of a disposal, where any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 20%, the transaction is classified as a "major transaction" and shall be made conditional upon approval by shareholders in general meeting. As the relative figure set out in Rule 1006(a) and Rule 1006(c) of the Listing Manual exceeds 20%, the Proposed Issuance constitutes a "major transaction" under Chapter 10 of the Listing Manual and the Company will seek the approval of the Shareholders for the Proposed Issuance.

7. CHAPTER 8 OF THE LISTING MANUAL

Under Rule 805(2) of the Listing Manual, an issuer must obtain the prior approval of its shareholders in a general meeting if a principal subsidiary of the issuer issues shares that will or may result in (a) the principal subsidiary ceasing to be a subsidiary of the issuer; or (b) a percentage reduction of 20% or more of the issuer's equity interest in the principal subsidiary.

A "principal subsidiary" is a subsidiary whose latest audited consolidated pre-tax profits as compared with the latest audited consolidated pre-tax profits of the group accounts for 20% or more of such pre-tax profits of the group. Accordingly, AVL is a principal subsidiary of the Company.

Pursuant to the terms of the Subscription and Shareholders' Agreement, in connection with the Proposed Issuance, AVL being a principal subsidiary of the Company, shall allot and issue the KPV Subscription Shares to KPV. As a result of the allotment and issuance of the KPV Subscription Shares, the Company's indirect shareholding interest in AVL will be diluted by more than 20% from its current shareholding interest, from 100% to approximately 51%. Accordingly, the Company is required to seek Shareholders' approval at the EGM for the Dilution which arises from the allotment and issuance of the KPV Subscription Shares, pursuant to Rule 805(2)(b) of the Listing Manual.

8. SERVICE AGREEMENT

No person is proposed to be appointed as a Director of the Company in connection with the Proposed Issuance. Accordingly, no service contract is proposed to be entered into.

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and their respective associates, and to the best of the knowledge of the Directors, none of the substantial shareholders of the Company, as well as their respective associates, has any interest, whether direct or indirect, in the Proposed Issuance, Redemption or Dilution (other than in his capacity as Director or Shareholder, as the case may be).

10. EGM AND CIRCULAR TO SHAREHOLDERS

The Company will be convening an EGM to seek Shareholders' approval for the Proposed Issuance and the Dilution, notice of which will be announced in due course. A Circular containing, *inter alia*, further information on the Proposed Issuance, Redemption and the Dilution will be issued to shareholders in due course.

11. DOCUMENT FOR INSPECTION

A copy of the Subscription and Shareholders' Agreement is available for inspection at the registered office of the Company at Tricor Singapore Pte. Ltd., 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619 during normal business hours for three months from the date of this announcement.

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Issuance, Redemption and the Dilution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

13. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. The Proposed Issuance, Redemption and Dilution are subject to the fulfilment of certain conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Issuance, Redemption or the Dilution will be completed or will take place or that no changes will be made to the terms thereof. Shareholders and potential investors of the Company should exercise caution when trading in shares of the Company, and where in doubt as to the action they should take, they should consult their legal, financial, tax or other professional adviser immediately.

BY ORDER OF THE BOARD

Aspen (Group) Holdings Limited

Dato' Murly Manokharan
President and Group Chief Executive Officer
26 May 2025