

**USP GROUP LIMITED**  
(Company Registration No. 200409104W)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of USP Group Limited (the “**Company**”) will be held at Conference Room 2, TKP Conference Centre Raffles Place, 55 Market Street, #03-01, Singapore 048941 on 8 May 2017 at 2.30 pm, for the following purposes:

**AS SPECIAL BUSINESS** to consider and if thought fit to pass the following Resolutions, with or without modifications, which will be proposed as Ordinary Resolutions:

1. That Mr Li Hua be removed from his office as a Director of the Company with effect from the date of the EGM. **(Resolution 1)**
2. That Mr Raphael Tham Wai Mun be removed from his office as a Director of the Company with effect from the date of the EGM. **(Resolution 2)**
3. That Mr Lim Min Hai be appointed as a Director of the Company with effect from the date of the EGM. **(Resolution 3)**

**PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERMENTIONED MEMBER OF THE COMPANY**, under Section 176(1) and Section 176 (3) of the Companies Act (Cap. 50 of Singapore), holding in aggregate 4,900,000 number of paid-up shares of the Company, representing a majority of the total voting rights of the requisitionists who hold more than 10% of the total number of paid-up shares on 10 February 2017, being the date of deposit for the Notice of Requisition.

Name: Joshua Huang Thien En  
Number of shares: 4,900,000

Date: 17 April 2017

**Explanatory Notes:**

1. Ordinary Resolution 1, if passed will remove Mr Li Hua as a Director of the Company in office from the date of this EGM.
2. Ordinary Resolution 2, if passed will remove Mr Raphael Tham Wai Mun as a Director of the Company in office from the date of this EGM.
3. Ordinary Resolution 3 if passed, will approve and authorize the appointment of Mr Lim Min Hai as a Director of the Company from the date of this EGM onwards without limitation in tenure, save for prevailing applicable laws, listing rules and/or regulations, including the Company’s Articles of Association.

**Notes:**

1. Pursuant to Section 152(2) of the Companies Act (Cap. 50 of Singapore), special notice shall be required of Ordinary Resolutions 1 and 2. Special notice of Ordinary Resolutions 1 to 2 was sent by the member convening the EGM to the registered address of the Company on 07 April 2017.
2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act (Cap. 50 of Singapore).

4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy must be deposited at the registered office of the Independent Scrutineer for the EGM, Associates Corporate Services Pte. Ltd. at 19 Keppel Road, #03-10 Jit Poh Building, Singapore 089058 not less than forty-eight (48) hours before the time set for holding the EGM.
6. A corporation which is a member of the Company may, by resolution of its directors, authorize any person to act as its representative at any meeting of the Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual member of the Company.

#### **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.