

CIRCULAR DATED 16 AUGUST 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of USP Group Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or the transferee as arrangements will be made by the CDP for a separate Circular to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or to the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

This Circular has been made available on SGXNet. A physical copy of this Circular will be dispatched to shareholders.

USP

USP GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200409104W)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED APPOINTMENT OF PKF-CAP LLP AS NEW AUDITORS

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	29 August 2023 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	31 August 2023 at 10.00 a.m.
Place of Extraordinary General Meeting	:	2 Tuas South Street 15, Singapore 637079

CONTENTS

	PAGE
DEFINITIONS	3
LETTER TO SHAREHOLDERS	6
1. Introduction.....	6
2. Proposed Appointment of New Auditors	6
3. Statement of Audit and Risk Management Committee	9
5. Extraordinary General Meeting	9
6. Action to be taken by Shareholders	9
7. Directors' Responsibility Statement.....	9
8. Documents Available for Inspection	9
NOTICE OF EXTRAORDINARY GENERAL MEETING	11
PROXY FORM	15
APPENDIX 1 – SUMMARY OF LEGAL CASES	17

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	Annual general meeting of the Company
“Audit and Risk Management Committee”	:	The audit and risk management committee of the Company as at the date of this Circular
“Auditors”	:	The auditors of the Company as appointed from time to time
“Baker Tilly”	:	Baker Tilly TFW LLP
“Board”	:	The board of directors of the Company as at the date of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 16 August 2023
“Companies Act”	:	Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
“Constitution”	:	The constitution of the Company as at the date of this Circular.
“Controlling Shareholders”	:	A person who: (a) holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
“Company”	:	USP Group Limited
“Directors”	:	The directors of the Company as at the Latest Practicable Date, and “Director” means any one of them
“EGM”	:	The extraordinary general meeting of the Company to be convened and held on 31 August 2023 at 10.00 a.m., notice of which is set out on pages 11 to 14 of this Circular
“FY”	:	Financial year ended, or as the case may be, ending 31 March
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	15 August 2023, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Notice of EGM”	:	The Notice of EGM of the Company as set out in pages 11 to 14 of this Circular
“PKF”	:	PKF-CAP LLP

DEFINITIONS

“Proposed Appointment of New Auditors”	:	The proposed appointment of PKF-CAP LLP as new Auditors of the Company
“Securities Account”	:	A securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)
“SFA”	:	The Securities and Futures Act 2001 of Singapore as may be amended, varied or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“SIC”	:	The Securities Industry Council of Singapore
“Subsidiary”	:	A corporation which is deemed to be a subsidiary of another corporation within the meaning of Section 5 of the Companies Act
“Subsidiary holdings”	:	Shares held by subsidiaries of the Company in accordance with the Companies Act
“Substantial Shareholder”	:	A person (including a corporation) who holds directly or indirectly 5% or more of the total issued voting Shares of the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively
“%” or “per cent”	:	Percentage or per centum

DEFINITIONS

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act. The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *VICE VERSA*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the sum of listed amounts and the totals thereof shown are due to rounding.

The company has relied on its internal legal personnels in connection to the preparation of drafting the circular for the proposed appointment of auditor.

LETTER TO SHAREHOLDERS

USP GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200409104W)

Directors:

Djohan Sutanto (Non-Executive Chairman & Independent Director)
Tanoto Sau Ian (Chief Executive Officer, Executive Director & Managing Director)
Caroline Wang Zixu (Independent Non-Executive Director)
Tang Mun Tak (Independent Non-Executive Director)
Tay Lak Khoon (Non-Independent and Non-Executive Director)

Registered Office:

1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

16 August 2023

To: The Shareholders of USP Group Limited

Dear Sir/Madam

1. INTRODUCTION

- 1.1 The Directors of the Company are convening the EGM on 31 August 2023 at 10.00 a.m., to seek Shareholders' approval for the appointment of PKF as the auditors until the next annual general meeting of the Company (Ordinary Resolution 1).
- 1.2 The purpose of this Circular is to provide Shareholders with the relevant information and the rationale relating to, and to seek Shareholders' approval at the EGM for the subject matters as indicated at item 1.1 above, and the Notice of EGM is set out on pages 11 to 14 of this Circular.

2. PROPOSED APPOINTMENT OF NEW AUDITORS

2.1 Reasons for the Proposed Appointment of New Auditors

The Company's former auditors, Baker Tilly, appointed on 13 July 2020, had served as auditors of the Company since financial year ended 31 March 2020 and were not re-elected by Shareholders at the Company's AGM held on 28 February 2022 for the financial year ended 31 March 2021. This was announced by the Company on 28 February 2022 in the announcement titled "REPL::ANNUAL GENERAL MEETING::VOLUNTARY" (Announcement Reference: SG220213MEETPMFG). In connection therewith, the Company is required to appoint new auditors.

The Company had been actively looking for other audit firms since April 2022 to submit their proposals but it was not an easy search process. The Company has reached out to 13 audit firms and only 5 audit firms have responded to the Company's proposal. In reviewing and deliberating on the suitability of other audit firms, the Audit and Risk Management Committee had evaluated proposals from other audit firms, taking into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA (the "Audit Quality Indicators Disclosure Framework"), and various factors such as the adequacy of resources and experiences of the audit firm to be selected and the audit engagement partner to be assigned to the audit, the audit firm's other engagements, the size and complexity of the Group, and the number of experience of the audit firm to be selected and the audit engagement partner to be assigned.

The number of legal cases that the Company was involved in at the material time was the main reason that one of the identified audit firms took a longer time to review and process their internal acceptance and eventually informed the Company that they were not able to issue their consent to act as auditor to the Company¹. The Company then continued with the search and on 25 May 2023, PKF was identified as potential new auditors. After evaluation, the Board has accepted the Audit and Risk Management Committee's recommendation to appoint PKF as Auditors of the Company based on their credentials and their willingness to act as auditor of the Company. Subsequently, on 20 July 2023, PKF has agreed to be appointed as auditors of the Company. There shall be no material changes in the quality and scope of audit services to be provided by PKF as compared to the audit services provided by Baker Tilly.

The Audit and Risk Management Committee had also made inquiries on whether the audit engagement partner has been subject to the Practice Monitoring Programme ("PMP"), and was informed that the audit engagement partner had passed the PMP reviews he was subject to and did not receive any adverse feedback from ACRA.

The cessation of Baker Tilly with effect from 28 February 2022 as Auditors of the Company was lodged with ACRA on 2 March 2022.

¹ Please refer to the Company's previous announcements on or about 28 September 2019, 8 April 2020, 9 June 2020, 12 August 2020, 8 September 2020, 24 January 2021, 2 February 2021, 20 February 2022, 25 March 2022, 23 May 2022, 14 February 2023, 17 April 2023, 24 April 2023 and Note 29, page 99 to 102 of the Company's annual report for the financial year ended 31 March 2021. A summary of such legal cases is set out at the Appendix herein.

LETTER TO SHAREHOLDERS

2.2 Information on PKF and the audit engagement partner

PKF had on 31 July 2023 given its written consent to act as the Auditors of the Company, which will be subject to the approval of the Shareholders at the EGM. Pursuant to Rule 712(3) of the Listing Manual and Section 205AF of the Companies Act, the appointment of PKF must be approved by Shareholders at a general meeting. The appointment of PKF will therefore take effect upon obtaining the approval of the same by Shareholders at the EGM and, if appointed, PKF will hold office until the conclusion of the next AGM.

The information on PKF and the audit engagement partner provided below was provided to the Company by PKF and its representatives. PKF and its representatives have also confirmed that PKF and the audit engagement partner have relevant experience in auditing companies which are involved in industries similar to those that the Company is involved in (such as property investments, distributorships and dealerships, environmental equipment as well waste-to-energy). The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

About PKF

PKF is a firm of Chartered Accountants in Singapore and is registered with the ACRA. It is considered a mid-tier accounting firm in Singapore and, together with its affiliated firms, has 10 partners, 21 managers/ directors, and more than 140 professional staff servicing a wide array of auditing, accounting, taxation, corporate secretarial and advisory clients in diversified industries such as food and beverage, agriculture, statutory boards, education, trading and distribution, manufacturing, healthcare, shipping, hospitality, fund management, technology, mining and construction, and renewable segments such as solar energy and metals recycling. Its partners, managers and directors have significant experience acting as auditor for several companies listed on the SGX-ST, including recently being appointed by several SGX-ST companies.

PKF is a global network of accountancy firms with 220 members operate under the PKF brand in 150 countries across five regions, with over 20,000 professionals united under the PKF brand worldwide.

For more information on PKF, please visit its website at <https://www.pkfsingapore.com/>.

About the Audit Engagement Partner

Mr. Lee Eng Kian ("Mr. Lee"), the Managing Partner and Head of the Assurance Division of PKF, will be assigned as the audit engagement partner of the Group. Mr. Lee has 28 years of experience in providing audit and advisory services to a variety of clients, including public companies listed on the SGX-ST. He is also experienced in the review of business and process risks and related controls. Mr. Lee is a practicing member of the Institute of Singapore Chartered Accountants (ISCA), is a public accountant registered with the ACRA, and an ASEAN Chartered Professional Accountant.

The Audit Committee has noted that Mr. Lee had previously been subjected to the Practice Monitoring Programme ("PMP") review in year 2020 by ACRA and the Audit Committee noted there is no adverse feedback from ACRA on Mr. Lee, and Mr. Lee has passed the PMP review by ACRA from previous exercises. Mr. Lee will be supported by an Engagement Quality Control Reviewer ("EQCR"), who is an experienced partner to ensure that the engagement team is provided additional objective viewpoints on the audit and an audit team of professionals, comprising managers, senior associates and associates. Both PKF and Mr Lee have experience in auditing companies with similar or broadly comparable business activities as the Group.

About the Engagement Quality Control Review Partner

Mr Titus Kuan ("Mr Kuan"), audit partner of PKF-CAP LLP, will be assigned as the engagement quality control review partner of the Group. Mr Kuan has 18 years of audit and accounting experience in both Big Four and mid-tier accounting firms. He has overseen audits of companies in diverse industries, including public companies listed on the SGX-ST and clients with similar business activities as the Company. Mr Kuan is a practicing member of the Institute of Singapore Chartered Accountants and is a public accountant registered with ACRA. The Audit Committee has enquired on whether Mr Kuan, who will be the engagement quality control review partner assigned to the audit of the Group, has been subject to the Practice Monitoring Programme review by ACRA and noted that Mr Kuan has not been subjected to a PMP review.

2.3 Requirements under Rules 1405(1)(f) of the Listing Manual

As provided in its Notice of Compliance dated 11 April 2023, pursuant to Listing Rule 1405(1)(f), SGX-ST requires the Company to:

- (a) Appoint new Auditors to undertake an audit of the Company's financial statements for the most recently completed financial year i.e. financial year ended 31 March 2023 ("FY2023") by 31 May 2023;
- (b) Announce the audited financial statements for FY2023 by a deadline to be agreed with SGX-ST; and
- (c) Based on the audited financial statements for FY2023, submit to SGX-ST an application for either (i) its removal from SGX-ST's watch-list; or (ii) an extension of time for the Company to meet the requirements under Listing Rule 1314, by a deadline to be agreed with SGX-ST.
- (d) The Company has made the extension of time on 31 May 2023 and 2 August 2023 of a total 92 days until 31 August 2023 for the Company to hold its' EGM to appoint statutory auditor.

2.4 Requirements under Rules 712 of the Listing Manual

The Board, having taken into account the Audit and Risk Management Committee's recommendation and various factors, including, *inter alia*, the following:

- (a) the adequacy of the resources and experience of PKF;
- (b) the audit engagement partner assigned to the audit;
- (c) the other audit engagements of PKF;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the financial statements of the Group as mentioned in Section 2.2 above,

is of the opinion that PKF will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with.

2.5 Requirements under Rules 715 of the Listing Manual

The Board confirms that pursuant to Shareholders' approval of the Proposed Appointment of New Auditors, PKF will be appointed as the Auditors of the Company as well as its Singapore-incorporated subsidiaries.

The Board also confirms that member firms of PKF will also be appointed as Auditors of the Company's significant foreign-incorporated subsidiaries for the purposes of consolidation of the financial statements of the Group.

2.6 Confirmations pursuant to Rule 1203(5) of the Listing Manual

The Audit and Risk Management Committee and the Board confirm that:

- (a) Baker Tilly have confirmed that they are not aware of any professional reasons why PKF should not accept the appointment as Auditors of the Company;
- (b) there were no disagreements with Baker Tilly on accounting treatments within the last 12 months up to the date of their retirement on 28 February 2022;
- (c) the Company is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of the Shareholders or creditors of the Group, which has not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Appointment of New Auditors are disclosed in Paragraph 2.1 above; and
- (e) the Company complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of PKF as the new Auditors of the Company.

3 Proposed Appointment of New Auditors

Having fully considered the rationale and benefit of the Proposed Appointment of New Auditors and the Audit and Risk Management Committee's recommendation, the Board is of the opinion that the Proposed Appointment of New Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution 1 in respect of the Proposed Appointment of Auditors at the EGM.

4. STATEMENT OF AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee has reviewed the Proposed Appointment of New Auditors and recommended the appointment of PKF as new Auditors of the Company, after taking into account the suitability and independence of PKF and compliance with the requirements of the Listing Manual.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 11 to 14 of this Circular, will be held at 2 Tuas South Street 15, Singapore 637079 on 31 August 2023 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Proposed Appointment of New Auditors set out in the Notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Submission of Proxy Forms to Vote

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's registered address at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or if submitted by email, be received by the Company at general@uspgroup.com.sg, in either case, not later than forty-eight (48) hours before the time appointed for holding the EGM. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes. However, any appointment of a proxy by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person, appointed under the instrument of proxy, to the EGM.

6.2 Depositor

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the time appointed for holding EGM, as certified by CDP to the Company.

6.3 Submission of Questions in Advance

Shareholders may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. Shareholders who would like to submit questions in advance of the EGM may do so in the following manner:

- (a) Shareholders may submit their questions by post, to be lodged at the registered office of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) Shareholders may submit their questions electronically via email to general@uspgroup.com.sg,

in either case, by 10.00 a.m. on 23 August 2023 (being seven (7) calendar days from the date of the Notice of EGM) (the "Questions Submission Cut-Off Date")

Shareholders submitting questions are requested to state: (i) their full name; and (ii) their identification/registration number, (iii) contact telephone number; (iv) email address and (v) the manner in which they hold shares (if you hold shares directly, please provide your CDP account number, otherwise, please state if you hold your shares through CPFIS or SRS, or are a relevant intermediary shareholder), failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by Shareholders prior to or during the EGM.

The responses to substantial and relevant questions raised by Shareholders on or before the Questions Submission Cut-Off Date will be published on SGXNet by 28 August 2023.

Substantial and relevant questions which are submitted after the Questions Submission Cut-Off Date will be consolidated and addressed either before the EGM via an announcement on SGXNet at the EGM.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about all the Resolutions as proposed in the Notice of EGM, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular 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 Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the Company's registered office at Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 during normal business hours from the date of this Circular up to the date of the EGM:

- a. the Constitution of the Company;
- b. Baker Tilly's professional clearance letter to PKF dated 21 July 2023; and
- c. PKF's letter to the Company dated 31 July 2023 in relation to its consent to act as the Auditors of the Company.

Yours faithfully
For and on behalf of the Board

Tanoto Sau Ian
CEO, Executive Director and Managing Director



USP GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200409104W)

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 2 Tuas South Street 15, Singapore 637079 on Thursday, 31 August 2023 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications the following ordinary resolution as set out below:

PROPOSED APPOINTMENT OF PKF-CAP LLP AS THE NEW AUDITORS OF THE COMPANY

That:

- (i) the appointment of PKF-CAP LLP (“PKF”) as auditors of the Company, with effect from the date of Shareholders’ approval of this ordinary resolution to hold office until the conclusion of the next annual general meeting at a fee and on such terms as may be agreed between the Directors and PKF be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete, and do such things and acts (including executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

[See Explanatory Note]

By Order of the Board

Tanoto Sau Ian
CEO, Executive Director and Managing Director
16 August 2023

EXPLANATORY NOTES ON RESOLUTION TO BE PASSED:

In accordance with the requirements of Rule 1203(5) of the Listing Manual:-

- (a) Baker Tilly TFW LLP (“Baker Tilly”), who were not re-elected at the Annual General Meeting held on 28 February 2022, have confirmed that they are not aware of any professional reasons why PKF-CAP LLP (“PKF”) should not accept the appointment as Auditors of the Company;
- (b) there were no disagreements with Baker Tilly on accounting treatments within the last 12 months up to the date of their retirement on 28 February 2022;
- (c) the Company is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of the Shareholders or creditors of the Group, which has not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Appointment of New Auditors are disclosed in the Circular under Paragraph 2.1; and
- (e) the Company complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of PKF.

Notes:

1. All shareholders of the Company are invited to attend the EGM physically. There will be no option for shareholders to participate virtually. The Circular, Notice of EGM and the accompanying proxy form will be made available on the SGXNet at <https://www.sgx.com/securities/companyannouncements>. A member will need an internet browser and PDF reader to view these documents.
2. Shareholders who wish to submit substantial and relevant questions relating to resolutions as set out in this notice and the accompanying Circular in advance of the EGM may do so in the following manner:
 - (a) by post to the registered office of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; and
 - (b) via email to general@uspgroup.com.sg.

in each case, all questions must be submitted by 10.00 a.m. on Wednesday, 23 August 2023 (being at least seven (7) calendar days before the time appointed for holding the EGM).

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior the EGM by publishing the responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> before 10:00 am on Saturday, 28 August 2023. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. Shareholders who wish to exercise their voting rights at the EGM may:
 - (a) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
 - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
4. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.

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

“Relevant intermediary” shall have the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a shareholder of the Company. A shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.

6. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
 - (a) by post to the office of the Company's share registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; and
 - (b) via email to general@uspgroup.com.sg,in each case, by 10.00 a.m. on Tuesday, 29 August 2023 (being not less than 48 hours before the time appointed for holding the EGM).
7. A shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is sent to him/her/it/by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNET or the Company's website.

After completing and signing the Proxy Form, he/she/it should submit it to the Company's Share Registrar, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
8. CPFIS Investors and SRS Investors who hold the Company's shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; and
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) business days before the EGM (i.e. by 10.00 a.m. on Tuesday, 22 August 2023), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 10.00 a.m. on Tuesday, 29 August 2023 (being not less than 48 hours before the time appointed for holding the EGM).
9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, 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 EGM as certified by CDP to the Company.
11. The Circular has been published and can be accessed on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); and (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 express 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. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

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

IMPORTANT:

- CPFIS Investors and SRS Investors:
 - may vote at the EGM in person if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators, and should contact their respective CPF Agent banks and/or SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent banks and/or SRS Operators,

to submit their votes by 10.00 a.m. on Tuesday, 22 August 2023.
- This proxy form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purported to be used by them.

PROXY FORM
EXTRAORDINARY GENERAL MEETING
(Please see notes overleaf before completing this Form)

I/We, _____ (Name)
_____ (NRIC/Passport Number/Company Registration Number)
of _____ (Address)
being a shareholder/shareholders* of USP GROUP LIMITED (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No of Shares	%
Address			

*and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No of Shares	%
Address			

or if no proxy is named, the Chairman of the Extraordinary General Meeting ("EGM") of the Company as my/our proxy/proxies* to attend and vote for me/us* on my/our* behalf at the Extraordinary General Meeting (the "EGM") of the Company to be held at 2 Tuas South Street 15, Singapore 637079 on Thursday, 31 August 2023 at 10:00 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, vote against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matter arising at the EGM and at any adjournment thereof.

No.	Resolutions relating to:	For ⁽¹⁾	Against ⁽¹⁾	Abstain ⁽¹⁾
1.	The Proposed Appointment of new Auditors			

⁽¹⁾ Voting will be conducted by poll. If you wish to abstain or exercise all your votes "For", "Against" or "Abstain", please tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2023

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

Signature of Shareholder(s)
Or Common Seal of Corporate Shareholder

*Delete where inapplicable



Notes:

1. If the shareholder has shares entered against his name in the Depository Register, he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members, he should insert that number of shares. If the shareholder has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the shareholder.
2. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the EGM. Where such shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in this Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a shareholder of the Company. A shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
4. This proxy form, duly executed, must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's share registrar, B.A.C.S. Private Limited (the "**Share Registrar**") at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically via email, be submitted to the Company -- at general@uspgroup.com.sg.

in each case, by 10.00 a.m. on Tuesday, 29 August 2023 (being not less than 48 hours before the time appointed for holding the EGM).

5. Completion and return of this proxy form does not preclude a shareholder from attending and voting at the EGM. A shareholder may revoke the appointment of a proxy(ies) at any time before the EGM commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the EGM proceedings.
6. This proxy form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
7. Where this proxy form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this proxy form, failing which this proxy form may be treated as invalid.
8. A corporation which is a shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act 1967 of Singapore.
9. The Company shall be entitled to reject this proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this proxy form (including any related attachment). In addition, in the case of a shareholder whose shares are entered in the Depository Register, the Company may reject any proxy form lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this proxy form, the shareholder is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM of the Company dated 16 August 2023.

**APPENDIX 1
SUMMARY OF LEGAL CASES**

S/N	Suit no.	Plaintiff(s)	Defendant(s)	Description
1.	HC/S 88/2021	The Company	(a) Mr Tham Wai Mun Raphael; (b) Mr Wong Peng Wai; (c) Mr Chau Leung Yu; (d) Mr Pua Chieh Sze; (e) Ms Lim Soh Sian; and (f) Mr Li Hua	<p>The action was commenced by the Company on 22 January 2021, in relation to the Company's acquisition of eco fuel production plants, against the defendants for breach of fiduciary duties, dishonest assistance, fraudulent misrepresentation / deceit, breach of contract, unlawful interference with / inducing a breach of contract, and unlawful conspiracy.</p> <p>The following reliefs were, amongst others, sought by the Company against the defendants: (1) an order for accounting on a wilful default or common account basis against Mr Tham and Mr Wong; (2) an order that the defendants pay damages of USD 11 million to the Company; (3) an order that Mr Tham pay damages; (4) an order that Mr Wong pay damages; and (5) a declaration that each relevant sales agreement had been rescinded.</p> <p>The High Court ordered that the Company puts up security for costs in the aggregate sum of S\$ 800,000 for the 1st and 2nd Defendants by 7 July 2023, 4 pm. The Company, having deliberated on its current resources and the amount of security for costs, has not done so. Consequently, the 1st and 2nd Defendants have applied for and obtained an Order of Court on 27 June 2023 to strike out the Company's claims against the 1st and 2nd Defendants for the Company's failure to put up the security for costs by 7 July 2023, 4 pm. Accordingly, this Suit has come to an end.</p>
2.	BC 60/2022	Fervent Chambers LLC (" Fervent ")	The Company	On 6 May 2022, Fervent Chambers LLC (" Fervent ") commenced Bill of Costs with case number HC/BC 60/2022 pursuant to a court order dated 18 March 2022, for the purposes of taxing the disputed invoice no. FCL/2021-02-19 dated 16th February 2021 for an amount of \$70,000, which was allegedly in relation to legal services rendered by Foxwood LLC to the Company for HC/S 612/2020, DC 1363/2020 and HC/S 855/2020.

				<p>During the taxation hearing for HC/BC 60/2022 on 21 April 2023, the Learned Assistant Registrar Crystal Tan ordered that Fervent was not entitled to its fees in principle for the invoice no. FCL/2021-02-19, and also ordered costs of S\$11,000 in favour of the Company for HC/BC 60/2022 and also dismissed Fervent's application in HC/SUM 384/2023 for leave to admit further evidence. On 5 May 2023, Fervent filed a Summons for Review of Taxation Order (HC/SUM 1403/2023) against the decision of the Learned Assistant Registrar Crystal Tan for HC/BC 60/2022. On 9 May 2023, Fervent filed a Notice of Appeal (HC/RA 85/2023) against the dismissal of their application in HC/SUM 384/2023.</p> <p>On 14 August 2023, the Honourable Justice Pang Khang Chau ("Justice Pang") heard HC/RA 85/2023 and allowed Fervent's appeal with costs of \$4,000 in Fervent's favour. Justice Pang also granted leave for USP to file a Reply Affidavit by 4 September 2023 and a hearing date for HC/SUM 1403/2023 to be fixed thereafter.</p>
3.	HC/S 328/2020	(a) USP Properties Pte. Ltd.; (b) the Company; (c) USPP Woodlands Pte. Ltd.; and (d) Koon Cheng Development Pte. Ltd.	(a) Sin Hong Hwa Pte. Ltd.; (b) Mr Oon Koon Cheng; (c) Mr Li Hua; (d) Mr Koh Bee Geok; and (e) Mr Yin Kum Choy.	<p>HC/S 328/2020 was commenced by the plaintiffs in relation to a sale and purchase agreement of Koon Cheng Development Pte. Ltd. dated 18 December 2015 against the defendants for fraudulent misrepresentations, failure to perform conditions precedent of the aforementioned sale and purchase agreement, and unlawful means conspiracy.</p> <p>On 4 April 2023, parties had reached a settlement for the Company to discontinue HC/S 328/2020 and pay the defendants the aggregate sum of S\$268,000.</p>
4.	HC/S 612/2020	Oon Koon Cheng	(a) Li Hua; (b) Tanoto Sau Ian; (c) the Company; (d) Sunimax Global Capital Fund 1 Pte. Ltd.; (e) Mr Huang Zhi Rong; (f) Ms Lee King Anne; and	<p>This action was brought by Mr Oon against the defendants for conspiracy with the intention to injure Mr Oon's interests.</p> <p>On 4 April 2023, the Company had reached a settlement with Mr Oon for Mr Oon to discontinue HC/S 612/2020 against the Company upon the payment of the settlement sum in HC/S 328/2020.</p>

5.	HC/S 130/2021	(a) the Company; (b) Biofuel Research Pte Ltd; (c) Koon Cheng Development Pte. Ltd; and (d) Supratechnic Pte. Ltd.	(g) Mr Xia Zheng. Mr Li Hua	<p>The action was brought by the plaintiffs against Mr Li for breach of director's duties in relation to the following matters:</p> <p>(a) acquisition of eco fuel production plants; (b) sale and purchase of Koon Cheng Development Pte. Ltd.; and (c) installation of automated environmental sanitizer system.</p> <p>On 28 February 2023, the Company had filed a notice of discontinuance against Mr Li in HC/S 130/2021 in view of Mr Li's bankruptcy.</p>
6.	HC/S 855/2020	The Company	(a) Mr Yin Kum Choy; (b) TMF Singapore H Pte. Ltd. ("TMF") (Third Party); and (c) Ms Chiang Wai Ming (Third Party)	<p>The action was brought by the Company on 8 September 2020 in relation to the circular issued for the Company's extraordinary general meeting on 10 February 2020.</p> <p>On 6 December 2021, the Company entered into a settlement agreement with the 2nd defendant, TMF, and the 3rd defendant, an employee of TMF, who had been added as a defendant in HC/S 855/2020 subsequently.</p> <p>HC/S 855/2020 was discontinued on or about 7 December 2021.</p> <p>On 9 February 2023, the Company was ordered to pay costs of S\$100,000 on an indemnity basis to Mr Yin. Mr Yin shall pay to TMF and Ms Chiang costs fixed at S\$50,000 and such costs such be recoverable from the Company.</p>
7.	HC/S 292/2021	(a) The Company; and (b) USP Industrial Pte. Ltd.	(a) Mr Yin Kum Choy; and (b) Mr Oon Koon Cheng	<p>The action was brought by the plaintiffs on 9 June 2020 against (a) Mr Yin for breach of fiduciary duties, (b) against Mr Oon for dishonest assistance / knowing assistance; and (c) against the defendants for unlawful means conspiracy.</p> <p>On 9 February 2023, judgment has been entered in that HC/S 292/2021 be dismissed in its entirety, with costs of S\$300,000 on an indemnity basis ordered in favour of the defendants.</p>

8.	HC/S 115/2020	Oon Koon Cheng	(a) The Company; and (b) Dr Lim Boh Soon.	<p>On 25 September 2019, Mr Oon commenced originating summons no. OS1192/2019 against the Company and Dr Lim.</p> <p>Judgment has been entered for both HC/S 115/2020 and HC/S 116/2020 on 18 January 2022 in that (a) Dr Lim shall return 7.4million shares to the Company by 8 February 2022; (b) the Company shall proceed to cancel the 7.4 million shares within 30 days of the return of the 7.4million shares; and (c) the Company shall pay costs fixed at S\$130,000 plus reasonable disbursements to Mr Oon.</p> <p>On 25 February 2022, Dr Lim returned the 7.4 million shares to the Company and the Company has proceeded to cancel the 7.4 million shares on 22 March 2022.</p>
9.	HC/S 116/2020	The Company	Dr Lim Boh Soon	<p>On 11 November 2019, the Company commenced originating summons no. OS1408/2019 (“OS1408”) against Dr Lim.</p> <p>OS1408 was brought by the Company pursuant to a letter of employment dated 16 September 2019 for a declaration that the issuance of 7.4 million shares to Dr Lim be forfeited. OS1408 was subsequently converted into a writ action in HC/S 116/2020 on 28 November 2019.</p> <p>Please refer to paragraph 8 above.</p>