USP GROUP LIMITED

(Incorporated in Singapore)

(Company Registration No.: 200409104W)

RECEIPT OF NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the previous announcement dated 16 March 2017 ("**16 March Announcement**"). All capitalized terms not otherwise defined herein shall have the meaning ascribed to in the 16 March Announcement.

The Board of Directors ("**Board**") of USP Group Limited ("**Company**") and together with its subsidiaries, the ("**Group**") wishes to announce that the Company had on 7 April 2017 received another letter dated 7 April 2017 from the solicitor of the Requisitioning Members (sent on behalf of only one of the two Requisitioning Members) enclosing a Notice of Extraordinary General Meeting ("EGM") issued for and on behalf of the Requisitioning Members. The Notice of EGM called for an EGM on 8 May 2017 at 2:30 p.m. at Conference Room 2, TKP Conference Centre Raffles Place, 55 Market Street #03-01, Singapore 048941.

On 13 April 2017, a further letter dated 13 April 2017 was received by the Company from the said solicitors (again sent on behalf of only one of the two Requisitioning Members) enclosing, *inter alia*, the Notice of EGM which will be published in the Straits Times on 17 April 2017.

The Board is seeking the advice of its legal advisors on this matter.

In the meantime, shareholders and investors are advised to exercise caution when dealing in the shares of the Company.

BY ORDER OF THE BOARD

Li Hua

(Executive Chairman and Chief Executive Officer)

13 April 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING (THIS "NOTICE")

USP GROUP LIMITED

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

I. Notice of extraordinary general meeting

1. This Notice is issued by Mr. Joshua Huang Thien En on behalf of Mr. Teng Choon Fong and himself (collectively the "**Requisitionists**"), being members of the Company beneficially entitled to 9,152,920 ordinary shares of the Company and accordingly holding more than 10% of the total voting rights of all members of the Company as of 10 February 2017 being the date of the Requisition Notice issued to the Company, and with Mr. Joshua Huang Thien En holding 4,900,000 ordinary shares of the Company as of the date of this Notice, which constitutes more than 50% of the voting rights of the requisitionists as per s.176(3) of the Companies Act (Rev Ed, 2006).

2. NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of the Company called pursuant Section 176(3) of the Companies Act (Rev Ed, 2006) (the "**Act**") will be held on 8 May 2017 at 2.30 p.m. at Conference Room 2, TKP Conference Centre Raffles Place, 55 Market Street #03-01, Singapore 048941, for the purpose of considering, and passing with or without modification, if thought fit, all of the following ordinary resolutions (the "**Ordinary Resolutions**"):

   a. That Mr. Li Hua be removed as director of the Company with effect from the date of the EGM ("**Resolution 1**").

   b. That Mr. Raphael Tham Wai Mun be removed as director of the Company with effect from the date of the EGM ("**Resolution 2**").

   c. That Mr. Lim Min Hai be appointed as director of the Company with effect from the date of the EGM ("**Resolution 3**").

II. Special Notice

3. This Notice shall also constitute **SPECIAL NOTICE** given pursuant to section 152(2) read with section 185 of the Companies Act of the Requisitionists' intention to move the Ordinary Resolutions set out at paragraph 1 above, such Ordinary Resolutions being ones that relate to the sought removals of Mr. Li Hua and Mr. Raphael Tham Wai Mun as directors of the Company (collectively, the "**Existing Directors**"). Accordingly, a copy of this Notice will immediately be sent to each of the Existing Directors in accordance with section 152 of the Companies Act.



Joshua Huang Thien En
FOR AND ON BEHALF OF THE REQUISITIONISTS
Pursuant to section 176(3) of the Companies Act (Rev Ed, 2006)