



USP GROUP LIMITED
(FORMERLY KNOWN AS UNIONMET (SINGAPORE) LIMITED)
(Incorporated in the Republic of Singapore on 21 July 2004)
(Company Registration No. 200409104W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as used in the circular dated 15 March 2016 issued by USP Group Limited (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of USP Group Limited ("Company") will be held at 186 Woodlands Industrial Park E5 #03-01 Singapore 757515 on 30 March 2016 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

ORDINARY RESOLUTION

THE PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING SHARES OF THE COMPANY INTO ONE (1) CONSOLIDATED SHARE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED ("PROPOSED SHARE CONSOLIDATION")

That pursuant to the Constitution of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every ten (10) Existing Shares held by the Shareholders as at the Books Closure Date into one (1) Consolidated Share in the manner set out in the Circular;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of Consolidated Shares arising from the implementation of the Proposed Share Consolidation will be disregarded by the Directors and the Company will not be issuing any Consolidated Shares which arose from the aggregation of such fractional entitlements;
- (c) the Directors be authorised to fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do and/or procure to be done such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to this Resolution and the Proposed Share Consolidation.

Yours faithfully,
For and on behalf of the Board of Directors of
USP Group Limited

Chiong Wai Ming
Yoo Loo Ping
Company Secretary

15 March 2016
Singapore

Notes:

- (1) Save as provided in the Constitution, a member (other than a relevant intermediary*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) If the appointer is a corporation, the instrument appointing the proxy or proxies must be executed either under its seals or under the hand of its officer or attorney duly authorised.
- (3) Pursuant to Section 181(1C) of the Companies Act, a relevant intermediary* may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- (4) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 38 Beach Road #29-11 South Beach Tower Singapore 189767 not less than forty-eight (48) hours before the time appointed for holding the above Extraordinary General Meeting.

*A relevant intermediary means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and which holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act, Chapter 36 of Singapore, providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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"), (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), 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) 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.