USP GROUP LIMITED

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

PROXY FORM
Annual General Meeting

IMPORTANT:

1. A relevant intermediary may appoint more than two (2) proxies to attend the annual general meeting ("**AGM**") and vote (please see note 3 for the definition of "relevant intermediary").
2. For investor who holds shares under Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS Investor should contact their respective CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 30 October 2026, being at least seven (7) working days before the AGM and if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies), the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28 October 2026.
4. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies) at the AGM.

*I/We, _____ (Name) _____ (NRIC/Passport/Company Registration No.)

of _____ (Address)

being a Member/Members of the Company, hereby appoint

Name	**NRIC / Passport No.**	**Proportion of Shareholdings (%)**	
		No. of Shares	**%**
Address			

and/or (delete as appropriate)

Name	**NRIC / Passport No.**	**Proportion of Shareholdings (%)**	
		No. of Shares	**%**
Address			

or failing the person, or either or both of the persons, referred to above, the Chairperson of the AGM as my/our* proxy/proxies* to vote for me/us* on my/our* behalf, at the AGM of the Company to be convened and held at Seletar Country Club Seletar Ballroom, 101 Seletar Club Road, Singapore 798273 on **Thursday, 12 November 2026, at 10.00 a.m.** and at any adjournment thereof.

I/We* direct my/our proxy/proxies* to vote for or against, or abstain from voting on, the Resolutions proposed at the AGM as indicated hereunder by way of poll. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, my/our* proxy/proxies* will vote for or against or abstain at his/her/their* discretion.

If you wish to exercise all your votes "For", "Against" or "Abstain", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

No.	**Ordinary Resolutions**	**Number of Votes**		
		For	**Against**	**Abstain**
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Independent Auditor's Report			
2	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2023 together with the Independent Auditor's Report			
3	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2024 together with the Independent Auditor's Report			
4	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2025 together with the Independent Auditor's Report			
5	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2026 together with the Independent Auditor's Report			
6	Re-election of Mr. Chan Chung Khang as a Director			
7	Re-election of Mr. Jason Fong Jian Sheng as a Director			
8	Re-election of Ms. Maio Dangi as a Director			
9	Re-election of Mr. Melvin Tan Wei Yang as a Director			
10	Re-election of Mr. Toh Hai Joo as a Director			
11	Approval of Directors' fees of S$94,086 for the financial year ending 31 March 2027, payable quarterly in arrears			
12	Ratification and approval of Directors' fees of S$30,162 for the financial year ended 31 March 2024			
13	Re-appointment of PKF-CAP LLP as Auditors			
14	Authority to allot and issue new shares			

Dated this _____ day of _____ 2026

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*

IMPORTANT: Please read notes on the reverse

Notes:

1. A Member of the Company should insert the total number of shares held. If the Member has shares entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he/she/it should insert that number of shares. If the Member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the Member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the Member of the Company.

2. A Member who is not a relevant intermediary, is entitled to appoint not more than two (2) proxies. Where such Member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

3. A Member who is a relevant intermediary, is entitled to 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 such Member. Where such Member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "Relevant intermediary" means:

   (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. A member can appoint the Chairperson of the meeting as his/her/its proxy but this is not mandatory. A proxy need not be a Member of the Company.

5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited with the Company's Share Registrar, B.A.C.S. Private Limited ("**B.A.C.S.**"), at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   (b) if submitted electronically, be sent via email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,

   in either case, must be lodged or received (as the case may be), by 10.00 a.m. on 10 November 2026, being forty-eight (48) hours before the time appointed for holding the AGM.

   Completion and return of the proxy form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. In such event, the relevant proxy form will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.

   Members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy(ies) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which; the instrument may be treated as invalid.

7. The Company shall be entitled to reject the instrument appointing or treated as appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing or treated as appointing a proxy(ies) (including any related attachment). In addition, in the case of Members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing or treated as appointing a proxy(ies) lodged if such Members, being the appointer, are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) to attend and vote at the AGM of the Company and/or any adjournment thereof, the Member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28 October 2026.