USP GROUP LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 177 OF THE COMPANIES ACT

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the members of the Company called pursuant to Section 177 of the Companies Act (Cap. 50) will be held at 10.30 a.m. on 20 February 2020 at Lee & Lee, Advocates & Solicitors, 50 Raffles Place, #06-00, Singapore Land Tower, Singapore 048623, for the purpose of considering and if thought fit, passing the following resolutions and transacting the following businesses:

AS SPECIAL BUSINESS to consider and if thought fit, to pass the following Resolutions which will be proposed as Ordinary Resolutions:

1. That Mr Siew Chen Yei be removed from his office as a director of the Company with effect from the date of the EGM. (Resolution 1)
2. That Mr Tay Tian Leng be removed from his office as a director of the Company with effect from the date of the EGM. (Resolution 2)
3. That Mr Yip Mun Foong be removed from his office as a director of the Company with effect from the date of the EGM. (Resolution 3)
4. That Mr Ong Sie Hou Raymond @ Zaim be removed from his office as a director of the Company with effect from the date of the EGM. (Resolution 4)
5. That Mr Chan Siew Wei be removed from his office as a director of the Company with effect from the date of the EGM. (Resolution 5)
6. That Mr Tanoto Sau Ian be appointed as a director of the Company with effect from the date of the EGM. (Resolution 6)

   (Note: Mr Tanoto Sau will, upon his appointment as a director of the Company, become an executive director of the Company.)
7. That Ms Mak Chung Yee be appointed as a director of the Company with effect from the date of the EGM. (Resolution 7)

   (Note: Ms Mak Chung Yee will, upon her appointment as a director of the Company, become an independent non-executive director of the Company.)
8. That Mr Tan Wee Peng Kelvin be appointed as a director of the Company with effect from the date of the EGM. (Resolution 8)

   (Note: Mr Tan Wee Peng Kelvin will, upon his appointment as a director of the Company, become an independent non-executive director of the Company.)
9. That Mr Low Chee Chiew be appointed as a director of the Company with effect from the date of the EGM. (Resolution 9)

   (Note: Mr Low Chee Chiew will, upon his appointment as a director of the Company, become an independent non-executive director of the Company.)
10. That any director of the Company who may be appointed between 10 January 2020 and the date of the EGM be removed. (Resolution 10)

    The effect of each of Resolutions 1 to 5, if passed at the EGM, is to remove the director who is the subject of such resolution, such that the directorship held by such director shall cease with effect from the date of the EGM. If each of Resolutions 1 to 5 is passed at the EGM, the entire current board of the Company will be removed from office with effect from the date of the EGM, with the exception of Mr Yin Kum Choy.

    The effect of Resolution 10, if passed at the EGM, is to remove any director of the Company who may be appointed between 10 January 2020 and the date of the EGM, such that the directorship held by such director (if any) shall cease with effect from the date of the EGM.

Dated this 22nd day of January 2020

PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERMENTIONED MEMBERS OF THE COMPANY, under section 177 of the Companies Act (Cap. 50).

Name: Tan Khoon Yong	Name: Tanoto Sau Ian
Number of shares: 46,500	Number of shares: 22,700,000

Notes:-

i. A member entitled to attend and vote at the EGM 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.

ii. Any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the EGM. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act. Chapter 50 of Singapore.

iii. A corporation which is a member of the Company may, by resolution of its directors, authorise any person to act as its representative at the EGM, 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.

iv. The instrument appointing a proxy or proxies 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 set for holding the EGM.

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) for the purpose of the processing and administration by the Company (or its agents) 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) 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 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, 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.