

USP GROUP LIMITED
(Company Registration No.: 200409104W)
(Incorporated in the Republic of Singapore)
(the "**Company**", with its subsidiaries, the "**Group**")

COMPLETION OF THE PROPOSED ACQUISITION OF SUPRATECHNIC PTE LTD

1. INTRODUCTION

The Board of Directors (the "**Board**") of the Company refers to its announcements dated 30 September 2015, 13 December 2015, 18 February 2016, 4 March 2016 and 8 March 2016 in relation to its proposed acquisition of Supratechnic Pte Ltd (the "**Target**") and the Share Lending Arrangement (the "**Earlier Announcements**"). Unless otherwise defined herein, capitalised terms used in this Announcement shall have the meanings ascribed to them in the Earlier Announcements.

2. COMPLETION OF THE PROPOSED ACQUISITION

Following the satisfaction and/or waiver of the conditions precedent and completion deliverables under the SPA, the Company is pleased to announce that completion of the Proposed Acquisition has taken place on 11 March 2016.

In accordance with the terms of the SPA, as amended and supplemented on 11 March 2016, the Company had:

- (a) delivered two (2) cheques in favour of the Non-Management Vendor in the sums of S\$1,620,000 and S\$3,780,000 respectively;
- (b) delivered two (2) cheques in favour of Management Vendor 1 in the sums of S\$642,000 and S\$1,498,000 respectively;
- (c) delivered two (2) cheques in favour of Management Vendor 2 in the sums of S\$645,000 and S\$1,505,000 respectively; and
- (d) issued a borrowing notice to the Lender, in accordance with the terms of the Share Lending Agreement, to procure the delivery of the Loan Shares to Management Vendor 2.

Accordingly, the Target is now a wholly owned subsidiary of USPI Investment Pte. Ltd., which is an indirect wholly-owned subsidiary of the Company.

Following the transfer of the Loan Shares by the Lender to Management Vendor 2, the Lender is now deemed interested in 150,668,333 Shares, being 19.1% of the Shares (excluding treasury shares) which are held under a nominee account with DBS Vickers Securities. Weng Huixin, a director of the Company, is the sole shareholder of the Lender, and is deemed interested in the 150,668,333 Shares.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed above and in the Earlier Announcements, none of the Directors (other than in his capacity as a Director or Shareholder), and to the best of the Directors' knowledge, none of the controlling shareholders of the Company, has any interest, direct or indirect, in the Proposed Acquisition or the Share Lending Arrangement.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition and the Share Lending Arrangement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Where information in this Announcement 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 these sources and/or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Li Hua
Executive Chairman
11 March 2016