

# PROXY FORM

## USP GROUP LIMITED

(Company Registration Number: 200409104W)  
(Incorporated in the Republic of Singapore)

## PROXY FORM EXTRAORDINARY GENERAL MEETING

**IMPORTANT:**

- (a) The EGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (b) CPF and SRS investors: (a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 10:00 a.m. on 11 April 2023.
- (c) This proxy form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purported to be used by them.

I/We\* \_\_\_\_\_ (Name) NRIC/Passport number\* \_\_\_\_\_ of \_\_\_\_\_ (Address) being a shareholder/shareholders\* of USP Group Limited (the "**Company**") hereby appoint:

Name	Address	NRIC/Passport Number	Email Address**	Proportion of Shareholding	
				Number of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Email Address**	Proportion of Shareholding	
				Number of Shares	%

or if no proxy is named, the Chairman of the Extraordinary General Meeting ("**EGM**") of the Company as my/our proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting (the "**EGM**") of the Company to be held at by way of electronic means on 21 April 2023 at 10:00 a.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for, vote against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies\* will vote or abstain from voting at his/their\* discretion, as he/they\* will on any other matter arising at the EGM and at any adjournment thereof.

*Note: Notwithstanding that the Proposed Resolutions are ordinary resolutions, as the Ordinary Resolutions relate to removal of directors of a public company and the appointment of such person(s) in place of the directors to be removed, for the avoidance of doubt, the Requisition Notice shall constitute special notice required under Section 152(2) read with Section 185 of the Companies Act 1967.*

All resolutions put to the vote at the EGM shall be decided by way of poll.

Ordinary Resolution	For***	Against***	Abstain***
The Proposed Removal of Mr Tanoto Sau Ian as Chief Executive Officer, Executive Director and Managing Director			
The Proposed Removal of Mr Djohan Sutanto as Non-Executive Chairman and Independent Director			
The Proposed Removal of Mr Tay Lak Khoon as Non-Independent Non-Executive Director			
The Proposed Removal of Mr Tang Mun Tak as Independent Non-Executive Director			
The Proposed Appointment of Mr Teo Kiam Meng as Executive Director			
The Proposed Appointment of Mr Tan Chade Phang (Chen Yifan) as Lead Independent Non-Executive Director			
The Proposed Appointment of Mr Chia Heng Chian as Independent Non-Executive Director of the Company			
The Proposed Appointment of Mr Chan Chung Khang as Independent Non-Executive Director of the Company			

\* Delete where inapplicable.

\*\* Compulsory for registration purposes. Only email address provided in the submitted proxy form will receive an email to pre-register for the EGM.

\*\*\* Please indicate your vote "For", "Against" or "Abstain" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal of Corporate Shareholder

Total number of Shares in	Number of Shares
(a) Depository Register	
(b) Register of Members	

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

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## PROXY FORM

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### Notes:

1. If the shareholder has shares entered against his name in the Depository Register, he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members, he should insert that number of shares. If the shareholder has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the shareholder.
2. To minimise physical interactions and COVID-19 transmission risks, shareholders will not be able to attend the EGM in person. Shareholders who wish to exercise their voting rights at the EGM may:
  - (a) (where such shareholders are individuals) vote “live” via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on their behalf; or
  - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
3. (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such shareholder’s proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form; and (b) A shareholder 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 shareholder. Where such shareholder’s proxy form appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
4. A shareholder who is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. The Chairman of the EGM, as proxy, need not be a shareholder of the Company.
5. This proxy form must be submitted to the Company, through its appointed polling agent, being B.A.C.S. Private Limited (the “**Polling Agent**”), in the following manner:
  - (a) by post to the office of the Polling Agent at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) via email to the Polling Agent at [main@zicoholdings.com](mailto:main@zicoholdings.com),in each case, by 19 April 2023 on 10:00 a.m. (not less than 48 hours before the time appointed for holding the EGM).
6. Completion and return of this proxy form does not preclude a shareholder from attending and voting at the EGM. A shareholder who accesses the “live” webcast of the EGM proceedings may revoke the appointment of a proxy(ies) at any time before the EGM commences and in such an event, the Company reserves the right to terminate the proxy(ies)’ access to the EGM proceedings.
7. This proxy form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
8. Where this proxy form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this proxy form, failing which this proxy form may be treated as invalid.
9. A corporation which is a shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act 1967 of Singapore.
10. The Company shall be entitled to reject this proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this proxy form (including any related attachment). In addition, in the case of a shareholder whose shares are entered in the Depository Register, the Company may reject any proxy form lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

### Personal Data Privacy:

By submitting this proxy form, the shareholder is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of EGM dated 30 March 2023.