USP GROUP LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Notice of the Extraordinary General Meeting (the "**EGM Notice**") of **USP Group Limited** has been made available on SGXNet. A printed copy of this EGM Notice will NOT be dispatched to Shareholders.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of USP Group Limited ("the **Company**") will be held by way of electronic means on Monday, 13 July 2020 at 11.00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications the following resolutions set out below:

1. PROPOSED APPOINTMENT OF NEW AUDITORS

That:

(i) Baker Tilly TFW LLP be and are hereby appointed as Auditors of the Company in place of RSM Chio Lim LLP, and to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms as may be agreed between the Directors and Baker Tilly TFW LLP; and

(ii) Any one of the Directors of the Company be and is hereby authorised and empowered to approve and complete, and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

[See Explanatory Note (i)] **(Resolution 1)**

2. AUTHORITY TO ALLOT AND ISSUE SHARES

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and in accordance with Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

(a) (i) allot and issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion, deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of Share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)] **(Resolution 2)**

3. AUTHORITY TO GRANT AWARDS AND/OR ISSUE SHARES UNDER THE PERFORMANCE SHARE PLAN

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to grant awards ("**Awards**") in accordance with the provisions of the Company's Performance Share Plan ("**Share Plan**") and to issue from time to time such number of fully-paid shares in the capital of the Company as may be required to be issued pursuant to the vesting of the Awards under the Share Plan, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)] **(Resolution 3)**

4. PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

That:

(a) for the purposes of the Companies Act, Chapter 50 of Singapore (the "**Act**") and the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined) during the Relevant Period, at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases ("**Market Purchases**") transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases ("**Off-Market Purchases**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other provisions of the Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next Annual General Meeting of the Company is held or required by law or the Constitution of the Company to be held;

(ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by the shareholders of the Company in a general meeting;

(c) in this Resolution:

"**Prescribed Limit**" means that number of Shares representing 10% of the issued ordinary share capital as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered;

"**Relevant Period**" means the period commencing from the date on which the Annual General Meeting at which this Resolution is passed and expiring on the date the next Annual General Meeting is held or is required by law or the Constitution of the Company to be held, whichever is the earlier, after the date of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105% of the Average Closing Price;

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme: 120% of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-market day period; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (iv)] **(Resolution 4)**

For and on behalf of the Board

Tanoto Sau Ian
Executive Director and Chief Executive Officer
25 June 2020

EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

(i) In accordance with the requirements of Rule 1203(5) of the Listing Manual:-

(a) RSM Chio Lim LLP ("RSM"), who were not re-elected at the Annual General Meeting held on 30 September 2019, have confirmed that they are not aware of any professional reasons why Baker Tilly TFW LLP ("Baker Tilly") should not accept the appointment as Auditors of the Company;

(b) there were no disagreements with RSM on accounting treatments within the last 12 months up to the date of their retirement on 30 September 2019;

(c) the Company is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of the Shareholders or creditors of the Group, which has not been disclosed in this Circular;

(d) the specific reasons for the Proposed Appointment of New Auditors are disclosed in the Circular under Paragraph 2.1; and

(e) the Company complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of Baker Tilly.

(ii) The Ordinary Resolution 2 proposed in item 2 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards and any subsequent bonus issue, consolidation or subdivision of shares.

(iii) The Ordinary Resolution 3 proposed in item 3 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue from time to time such number of fully-paid shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards granted or to be granted under the Share Plan. The aggregate number of shares which may be issued pursuant to the Share Plan and any other share plan which the Company may have in place shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

(iv) The Ordinary Resolution 4 proposed in item 4 above, if passed, will empower the Directors of the Company from the date of this EGM until the next Annual General Meeting to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the Maximum Price. Information relating to Proposed Adoption of Share Purchase Mandate is set out in the Circular under Paragraph 5.

Notes:

1. A Shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting (the "**Meeting**") must appoint the Chairman of the Meeting to attend and vote in his/her stead. The Chairman of the Meeting, as proxy, need not be a shareholder of the Company.
2. Due to the Government prevailing regulations to prevent the spread of Covid-19, Shareholders shall attend the Meeting **via electronic means only**.
3. The instrument appointing the Chairman of the Meeting as proxy must be deposited at the Company's Share Registrar's office at B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 or sent by email to general@uspgroup.com.sg not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Participation in the Extraordinary General Meeting via "live" webcast

1. As the EGM will be held by way of electronic means, Shareholders will **NOT** be able to attend the EGM in person. Any shareholder seeking to attend the EGM physically in person will be declined. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the EGM proceedings by accessing a "live" webcast. To do so, Shareholders are required to pre-register their participation in the EGM ("**Pre-registration**") at this link: https://www.bigbangdesign.co/usp-group-limited-pre-registration-microsite/ ("**EGM Registration and Q&A Link**") by **11.00 a.m. on 11 July 2020** ("**Registration Deadline**") for verification of their status as Shareholders (or the corporate representatives of such Shareholders). All questions must be submitted by **11.00 a.m. on 3 July 2020**.
2. Upon successful verification, each such Shareholder or its corporate representative will receive an email by **11.00 a.m. on 12 July 2020**. The email will contain instructions to access the "live" webcast of the EGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate in the EGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but did not receive an email by **5.00 p.m. on 12 July 2020** may contact the Company for assistance at general@uspgroup.com.sg.
3. Shareholders/Investors holding shares through relevant intermediaries (**other than CPF/SRS investors**) will not be able to pre-register for the "live" webcast of the EGM. Such shareholders/investors who wish to participate in the "live" webcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

Voting by proxy

4. Shareholders may only exercise their voting rights at the EGM via proxy voting (see paragraphs 5 to 8 below).
5. Shareholders who wish to vote on the resolution at the EGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf, indicating how the Shareholder wished to vote for or vote against or abstain from voting on the resolution.
6. The duly executed proxy form must be deposited at the Company's Share Registrar's office at B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 or sent by email to general@uspgroup.com.sg not less than forty-eight (48) hours before the time appointed for the holding of the EGM.
7. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by **11.00 a.m. on 2 July 2020**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.
8. Please note that Shareholders will not be able to vote through the "live" webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

Submission of questions prior to the EGM

9. Shareholders may submit questions related to the resolution to be tabled at the EGM during Pre-registration via the EGM Registration and Q&A Link by **11.00 a.m. on 3 July 2020** so that they may be addressed before or during the EGM proceedings.
10. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received in advance of the EGM either before or during the EGM.
11. Please note that Shareholders will **NOT** be able to ask questions at the EGM "live" during the webcast, and therefore it is important for Shareholders to pre-register their participation in order to be able to submit their questions in advance of the EGM.
12. The Company will publish the minutes of the EGM on SGXNet and the Company's website within one (1) month after the date of EGM.

Important reminder

13. **Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's announcements released on SGXNet for updates on the EGM. Further, in light of the current COVID-19 measures, which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this EGM Notice, or (c) submitting any question prior to the EGM in accordance with this EGM Notice, a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

(i) the processing and administering by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the EGM (including any adjournment thereof);

(ii) the processing of the Pre-registration for purposes of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the live webcast of the EGM proceedings and providing them with any technical assistance where necessary;

(iii) addressing relevant and substantial questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions;

(iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.