USP GROUP LIMITED

(Company Registration No. 200409104W)
(Incorporated in Singapore)

MINUTES OF EXTRAORDINARY GENERAL MEETING ("EGM")

PLACE	:	2 Tuas South Street 15, Singapore 637079
DATE	:	Thursday, 31 August 2023
TIME	:	10:00 a.m.
IN ATTENDANCE	:	Please see Attendance List attached hereto.
CHAIRMAN OF THE MEETING	:	Mr. Tay Lak Khoon

QUORUM

Mr. Tay Lak Khoon welcomed the shareholders to the EGM of USP Group Limited ("the Company").

As a quorum was present, the Chairman of the Meeting (the "**Chairman**") declared the Meeting open at 10:00 a.m.

INTRODUCTION

The Chairman introduced the Directors, Management, Company Secretary and Share Registrar and Polling Agent (B.A.C.S Private Limited) who were present at the EGM and conveyed apologies from Mr. Djohan Sutanto and Ms. Wang Zixu who were unable to attend the EGM.

NOTICE

The Notice convening the Meeting dated 16 August 2023 was taken as read.

CONDUCT OF THE VOTING

The Chairman of the EGM had demanded a poll on the resolution to be tabled at the EGM in accordance with the Article 58 of the Company's Constitution and the Rule 730A of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX**").

The Chairman informed the EGM that he had been appointed as a proxy by a number of Shareholders and he would vote in accordance with the specific instructions of these Shareholders.

Shareholders were further informed that B.A.C.S. Private Limited and Agile 8 Advisory Pte. Ltd. had been appointed as polling agent and scrutineers respectively for the conduct of the poll.

The poll procedures were explained by the representative from Agile 8 Advisory Pte. Ltd.

Q&A SESSION

It was noted that there were no substantive and relevant questions relating to Ordinary Resolution 1 received from shareholders prior to the EGM.

As there were no questions raised by Shareholders at the Q&A session, the Chairman then proceeded with the special business of the EGM.

PROPOSED APPOINTMENT OF NEW AUDITORS – ORDINARY RESOLUTION 1

The EGM proceeded to receive and consider the proposed appointment of PKF-CAP LLP as Auditors of the Company with effect from the date of the EGM.

The motion was proposed by the Chairman and seconded by Mr. Tanoto Sau Ian.

Following the proposal of the motion for Ordinary Resolution 1, the results of the poll verified by the Scrutineer were as follows:

		No. of shares	**Percentage (%)**
No. of votes in favour of the Resolution	:	48,892,160	100
No. of votes against the Resolution	:	0	0
Total No. of Valid Votes Cast	:	48,892,160	-

Based on the results of the poll, the Chairman declared the motion carried.

RESOLVED that:

i. the appointment of PKF-CAP LLP ("**PKF**") as auditors of the Company, with effect from the date of Shareholders' approval of this ordinary resolution 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 PKF be and is hereby approved; and

ii. the Directors and/or any of them be and are hereby authorised to complete, and do such things and acts (including 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.

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting of the Company closed at 10:11 a.m..

Confirmed as True Record of Proceedings Held

TAY LAK KHOON
CHAIRMAN OF THE MEETING