USP GROUP LIMITED
(Incorporated in Singapore)
(Company Registration No.: 200409104W)

ADJOURNMENT OF EXTRAORDINARY GENERAL MEETING ("EGM") - UPDATE

Reference is made to the previous announcement dated 19 May 2017 at 12:46PM ("**19 May First Announcement**") setting out an update with respect to the events leading up to the Extraordinary General Meeting ("**EGM**") held on 8 May 2017 and the events following. All capitalised terms not otherwise defined herein shall have the meaning ascribed in the 19 May First Announcement.

As stated on the 19 May First Announcement, on 18 May, Mr Huang filed an application with the Court for an order to, *inter alia*, compel the Company to circulate one of the revised versions of the circular to the shareholders and postpone the adjourned EGM scheduled on 24 May 2017. Mr Huang's application was heard by the Court on 19 May 2017.

In short, the Honourable Court did not grant Mr Huang's application to postpone the EGM scheduled on 24 May 2017.

The Court ordered that **the adjourned EGM scheduled for 24 May 2017 will proceed as scheduled**. However, this shall be without prejudice to the Company's right to challenge Mr Huang's requisition notice deposited with the Company on 10 February 2017.

In addition, the Court did not compel the Company to circulate the revised version of the Circular. Instead, the Court ordered the Plaintiff (being Mr Huang) that amendments to be made to Mr Huang's circular dated 12 May 2017 ("**Amended Circular**") and for the Company to release the Amended Circular on SGX-NET by Saturday 20 May 2017.

For the avoidance of doubt, the Company reiterates that it does not admit to the validity of the requisition notice and Notice of EGM issued by the requisitioning members. Todate, none of the requisitioning members, nor their solicitors have provided direct evidence of Mr Teng Choon Fong's shareholding; Mr Teng being one of the requisitioning shareholders. The Company reserves its right to challenge the validity of the requisition notice and Notice of EGM, and will hold Mr Huang liable for all costs, expenses, any penalties, liabilities, claims, demands, losses and damages. The Company expressly disclaims any liability for the contents of the circulars prepared by Mr Huang, whether in defamation or otherwise.

Shareholders and other investors are advised to exercise caution when dealing in the shares of the Company, and to refrain from taking any action which may be prejudicial to their interests. In the event of any doubt, Shareholders and other investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

By order of the Board

Li Hua
Chairman
USP Group Limited
19 May 2017