
NOTICE OF EXTRAORDINARY GENERAL MEETING

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NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of USP Group Limited (the “**Company**”) will be held in person at MND Auditorium, 9 Maxwell Road, MND Complex, Annexe A, Singapore 069112 on 2 December 2023 at 10.00 A.M. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions as set out below (collectively, the “**Proposed Resolutions**”):

All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the circular to shareholders dated 3 November 2023 (“**Circular**”).

AS SPECIAL BUSINESS

ORDINARY RESOLUTIONS

1. That Mr Tanoto Sau Ian be removed from his office as Director of the Company with effect from the date of the EGM.
[Resolution 1]
2. That Mr Djohan Sutanto be removed from his office as Director of the Company with effect from the date of the EGM.
[Resolution 2]
3. That Ms Caroline Wang Zixu be removed from her office as Director of the Company with effect from the date of the EGM.
[Resolution 3]
4. That Mr Tay Lak Khoon be removed from his office as Director of the Company with effect from the date of the EGM.
[Resolution 4]
5. That Mr Tang Mun Tak be removed from his office as Director of the Company with effect from the date of the EGM.
Resolution 5]
6. If applicable, to remove any Director of the Company who may be appointed between the date of this requisition notice and the date of the EGM with effect from the date of the EGM.
[Resolution 6]
7. That Mr Shek Chee Seng be appointed as Executive Director of the Company with effect from the date of EGM.
[Resolution 7]
8. That Mr Chan Chung Khang be appointed as Independent Director of the Company with effect from the date of EGM.
[Resolution 8]

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9. That Mr Jason Fong Jian Sheng be appointed as Independent Director of the Company with effect from the date of EGM.

[Resolution 9]

10. That Mr Sim Mong Keang be appointed as Independent Director of the Company with effect from the date of EGM.

[Resolution 10]

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.

Yours faithfully,

The Requisitioning Members



Tan Wei Yang, Melvin (Chen Weiyang)



Lim Shiwei

Date: 3 November 2023

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IMPORTANT INFORMATION

1. Information relating to:
 - (a) submission of Proxy Forms;
 - (b) submission of questions in advance of the EGM, and addressing of substantial and relevant questions in advance of the EGM; and
 - (c) voting at EGM (i) by the shareholders or their duly appointed proxies (other than the Chairman of the EGM); or (ii) appointing the Chairman of the EGM as proxy to vote on the shareholders' behalf at the EGM,are set out in the Circular.
2. Shareholders who wish to exercise their voting rights at the EGM may:
 - (a) (where such shareholders are individuals) vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to vote 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. A 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,

in each case, by 10.00 A.M. on 30 November 2023 (not less than 48 hours before the time appointed for holding the EGM).

The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

A shareholder who wishes to submit a proxy form appointing a proxy(ies) by post or via email can complete and sign the enclosed proxy form, before submitting it by post to the address provided above, or before scanning and sending it in PDF format by email to the email address provided above.

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

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6. CPF and SRS Investors:
- (a) may vote 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 at least seven (7) business days before the EGM (i.e. by 10.00 A.M. on 22 November 2023).
7. Printed copies of this notice, the Circular and the proxy form will be sent to the Shareholders via post.
- Shareholders are advised to closely monitor announcements made on SGXNET and the Company's website, and any mail received via post and/or email for updates on the EGM.

PERSONAL DATA PRIVACY

By (a) submitting a form appointing a proxy(ies) (including the Chairman of the EGM) to attend and vote at the EGM and/or any adjournment thereof, or (b) submitting any question(s) before or during the EGM in accordance with this notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Requisitioning Members and the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Requisitioning Members and the Company (or its agents or service providers) of the appointment of the proxy(ies) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to shareholders (or their proxies or corporate representatives in the case of shareholders which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before and during the EGM and if necessary, following up with the relevant shareholders in relation to such questions; and
- (iv) enabling the Requisitioning Members and the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The shareholder's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Requisitioning Members and the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Requisitioning Members and the Company's verification and record purposes.