USP GROUP LIMITED
(Company Registration No.: 200409104W)
(Incorporated in the Republic of Singapore)
(the "**Company**")

RESPONSES TO SGX-ST QUERIES ON 10 MARCH 2023

The Board of Directors (the "**Board**") of USP Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce the following in response to the queries raised by Singapore Exchange Securities Trading Limited (the "**SGX-ST**") to the Company on 10 March 2023.

SGX-ST's Query (i)

Are there any updates with regard to the proposed EGM by the Requisitioning Members, as well as the Originating Application filed by Mr Tanato Sau Ian? In particular, will the Company be convening the EGM, and if so, when?

Company's Response (i)

a. *As stated in our earlier announcement dated 2 March 2023, the Originating Application filed by Mr Tanoto Sau Ian ("**Mr Tanoto**") has been fixed for a case conference on 23 March 2023 ("**Case Conference**") in which directions including administrative timelines will be given by the Assistant Registrar at the Case Conference. The Company will make a further announcement after the Case Conference.*

b. *The Company has received legal advice that the requisition notice dated 26 October 2022 may be invalid and/or defective in the sense that the Requisitionists may not be entitled to convene and EGM under section 176 of the Companies because they are not "members" of the Company, as defined under the Companies Act. To this end, the Company, pursuant to the legal advice, has filed a fresh Originating Application on 10 March 2023 to seek declarations from the Court that (i) the Requisitionists are not "members" of the Company for the purposes of Section 176 of the Companies Act and (ii) the requisition notice dated 26 October 2022 signed off by the Requisitionists is therefore invalid (the "**New Originating Application**"). The New Originating Application has been accepted by the Court on 13 March 2023 and has been fixed for a case conference on 13 April 2023 at 2:30 p.m. Please refer to the Company's Announcement dated 14 March 2023 for more information.*

c. *In respect of the Originating Application filed by the Requisitionists, the Court has directed that the Requisitionists to file an application to state what other further orders that they are seeking. The Company was informed by its solicitors that the Requisitionists have filed a summons application to seek for an extension of time of another 8 weeks to hold the EGM and for the Company to, on a best endeavors basis, extend all cooperation necessary to the Requisitionists, and also to enforce the order of court obtained on 13 February 2023 ("**the Summons application**"). The Summons application has been accepted by the Court on 14 March 2023 and has been fixed for a hearing on 20 March 2023 at 2.30pm.*

SGX-ST's Query (ii)

If the Company is not facilitating the conduct of the EGM pursuant to the Court's orders of 13 February 2023, what will be the likely legal consequences on the Company and its Board as a whole? For instance, will the Company be held liable for any further legal action e.g. for contempt of court?

Company's Response (ii)

The Company fully intends to abide by all court orders including any orders obtained in any after the application mentioned at (i) above.

SGX-ST's Query (iii)

With regard to the following in your email of 1 March 2023 and the Company's Announcement of 2 March 2023:

"The Company and the Board are seeking legal advice on the following:

(i) Whether the procedural requirements for the OA are met;
(ii) Whether there are any merits to the OA; and
(iii) The legal strategy the Company should adopt in order to protect the best interests of the Company and save legal costs."

Could you share with us any updates on the legal advice obtained by the Company in addressing these 3 issues?

Company's Response (iii)

The Company has received the following legal advice:

a. The procedural requirements of the OA are met. Given the potential conflict between OA and the Requisitionists' Summons Application, the Company intends to take a neutral position on the merits of OA.

b. However, the Company does not agree that it ought to bear the costs of OA, and it will instruct its legal advisors to make the necessary submissions on this issue.

c. To save legal costs and to protect the best interests of the Company, the Company has instructed its current legal advisors to:

i. invite the Requisitionists to rectify the issue that they are not the "member" of the Company by transferring the shares under the nominee accounts to their respective names. However, the Requisitionists have refused to do so. The New Originating Application was filed as a result; and

ii. seek permission from Court for the all the applications mentioned at (i) above to be heard together or in the most efficient manner.

By Order of the Board
USP GROUP LIMITED

Djohan Sutanto
Chairman of the
Board
15 March 2023