

UNIONMET (SINGAPORE) LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the Circular dated 5th February 2015 ("**Circular**") issued by Unionmet (Singapore) Limited.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of **UNIONMET (SINGAPORE) LIMITED** (the "**Company**") will be held at RELC International Hotel, Room 503, Level 5, 30 Orange Grove Road, Singapore 258352 on 27th February 2015 at 10am. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1 - PROPOSED ADOPTION OF THE PERFORMANCE SHARE PLAN

That:

- (a) a new performance share plan to be known as "Performance Share Plan" ("**Performance Share Plan**"), the rules and details of which have been set out in the Circular, under which awards ("**Awards**") of fully paid-up ordinary shares in the capital of the Company ("**Shares**") will be granted, free of payment, to selected employees of the Group, including the Directors, and other selected Participants, details of which are set out in the Circular, be and is hereby approved;
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the Performance Share Plan; and
 - (ii) to modify and/or alter the Performance Share Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Performance Share Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Performance Share Plan; and
 - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the Performance Share Plan; and
- (c) the Directors be and are hereby authorised to grant Awards in accordance with the provisions of the Performance Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the Vesting of Awards under the Performance Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Performance Share Plan, when added to the number of Shares issued and issuable in respect of all options granted or awards granted under any other share-based incentive schemes adopted by the Company and for the time being in force, shall not exceed 15.0% of the total issued and paid-up Shares (excluding treasury shares) on the day preceding the date on which the Award shall be granted; and
- (d) the Directors and each of them be and are hereby authorized and empowered to complete and do all such acts and things as they may consider necessary, desirable or expedient to give effect to this resolution as the Director (s) shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 2 - PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Act, and otherwise in accordance with the rules and regulations of the SGX-ST, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten percent (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of this EGM of the Company) at the price of up to but not exceeding the Maximum Price, in accordance with the terms of the Share Purchase mandate set out in the Circular, and that this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until (i) the date on which the next annual general meeting of the Company is held or required by law to be held, or (ii) the date on which the 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 conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting, whichever is earlier; and
- (b) the Directors and each of them be and are hereby authorized and empowered to complete and do all such acts and things as they may consider necessary, desirable or expedient to give effect to this resolution as the Director(s) shall deem fit in the interests of the Company.

AS SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME

That:

- (a) subject to the approval of ACRA, the name of the Company be changed to "USP Group Limited" and that the current company name be substituted for "USP Group Limited" whenever the latter name appears in the Memorandum and Articles of the Company; and
- (b) the Directors and each of them be and are hereby authorized and empowered to complete and do all such acts and things as they may consider necessary, desirable or expedient to give effect to this resolution as the Directors shall deem fit in the interests of the Company.

By Order of the Board

Li Hua
Executive Chairman and Chief Executive Officer

5th February 2015

Notes:-

- (1) A shareholder of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 8 Shenton Way #42-02 AXA Tower Singapore 068811, not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy or proxies 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.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.