



UPP HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 196700346M)

PROPOSED BONUS ISSUE OF UP TO 836,667,121 FREE WARRANTS, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF UPP HOLDINGS LIMITED ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) EXISTING ORDINARY SHARE HELD BY SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE (THE “PROPOSED BONUS WARRANTS ISSUE”)

- NOTICE OF BOOKS CLOSURE DATE

The board of directors (“**Directors**”) of UPP Holdings Limited (the “**Company**”) refers to the Company’s announcements dated 5 October 2016 and 6 January 2017 in relation to the Proposed Bonus Warrants Issue (the “**Announcements**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as in the Announcements.

NOTICE IS HEREBY GIVEN that subject to the ordinary resolution in respect of the Proposed Bonus Warrants Issue being approved and validly passed by Shareholders at the EGM to be convened on 31 January 2017, the Register of Members and the share transfer books of the Company will be closed at 5.00 pm on 6 February 2017 (the “**Books Closure Date**”) for the purpose of determining the Shareholders’ entitlements to the Warrants.

ENTITLEMENT OF SHAREHOLDERS TO THE WARRANTS

Entitled Depositors

Shareholders with Shares entered against their names in the depository register maintained by CDP and whose registered addresses with CDP are in Singapore as at the Books Closure Date, or who have, at least three (3) market days prior to the Books Closure Date, provided CDP, at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, with addresses in Singapore for the service of notices and documents will be allotted the Warrants under the Proposed Bonus Warrants Issue on the basis of the number of Shares entered against their names in the depository register maintained by CDP as at 5.00 p.m. on the Books Closure Date.

Entitled Scripholders

Shareholders whose share certificates are not deposited with CDP and whose Shares are registered in their own name or persons who have tendered to the share registrar of the Company, M & C Services Private Limited (the “**Share Registrar**”), valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date, and whose registered addresses with the Share Registrar are in Singapore as at the Books Closure or who have, at least three (3) market days prior to the Books Closure Date, provided the Share Registrar, at 112 Robinson Road #05-01, Singapore 068902, with addresses in Singapore for the service of notices and documents will be allotted the Warrants under the Proposed Bonus Warrants Issue on the basis of the number of Shares entered against their names in the Register of Members of the Company as at 5.00 p.m. on the Books Closure Date.

Foreign Shareholders

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Warrants will not be offered, credited or allotted, as the case may be, to Shareholders with registered addresses outside Singapore as at the Books Closure Date and Shareholders who have not, at least three (3) market days prior to the Books Closure Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (collectively, the “**Foreign Shareholders**”).

If practicable, the Company may, at its discretion, arrange for such Warrants, which would otherwise have been allotted to Foreign Shareholders, to be sold on the SGX-ST, and the net proceeds arising therefrom to be dealt with in such way as the Directors may in their absolute discretion deem fit.

RESTRICTED EXERCISE PERIOD OF WARRANTS

The Warrants are only exercisable during the period commencing on and including the date six (6) months from the listing of the Warrants on the SGX-ST and expiring at 5.00 p.m. on the date immediately preceding the third (3rd) anniversary of the date of issue of the Warrants, subject to adjustments under certain circumstances as provided for under the terms and conditions of the Warrants to be set out in the Deed Poll. Any Warrant which remains unexercised at the end of the Exercise Period shall thereafter lapse and cease to be valid for all purposes. In other words, the Warrants cannot be exercised during the first six (6) months immediately after the issue of such Warrants. This is in view of the exemption accorded under Regulation 24(1) of the Securities and Futures (Offer of Investments) (Shares and Debentures) Regulations 2005, which exempts the Company from issuing any prospectus, profile statement or offer information statement in relation to, and for the purpose of, the issue of Warrants structured in this manner.

BY ORDER OF THE BOARD

Tong Kooi Ong
Executive Chairman and Chief Executive Officer

16 January 2017