



UPP HOLDINGS LIMITED

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

UPDATE ON INCORPORATION OF SUBSIDIARY IN MYANMAR IN RELATION TO THE NEW GAS GENERATING POWER PLANT PROJECT IN YANGON (YWAMA)

The Board of Directors (the “**Board**”) of UPP Holdings Limited (the “**Company**”) refers to the announcement dated 6 December 2012 relating to (i) the issue of Certificate of Incorporation (Temporary) for the incorporation of UPP Power (Myanmar) Limited (“**UPP Power**”) under the Myanmar Companies Act, and (ii) the grant of Form of Permit (Temporary) for UPP Power to carry on business in relation to the power plant project in Myanmar as announced on 18 October 2012.

Grant of Final Certificate of Incorporation and Form of Permit

Further to the Company’s announcement dated 6 December 2012, the Board wishes to announce that the final Certificate of Incorporation and the final Form of Permit have been issued by the Government of Myanmar to UPP Power.

The investment amount of foreign capital in respect of UPP Power as approved by the Myanmar Investment Commission (“**MIC**”) is US\$46,511,000. To date, the Company and UPP Greentech Pte. Ltd., a wholly owned subsidiary of the Company (“**UPP Greentech**”) have invested a total sum of US\$46,511,000 in UPP Power as per MIC’s approval, comprising:

- (i) initial capital injection of US\$75,000;
- (ii) additional capital injection of US\$46,000; and
- (iii) aggregate consideration of US\$46,390,000 (the “**Consideration**”) paid pursuant to the turnkey agreement dated 2 August 2013 between UPP Power, with MSP Tractors Pte Ltd and Myan Shwe Pyi Tractors Limited relating to the building and construction of the power plant (the “**Turnkey Agreement**”) (see description below).

Turnkey Agreement

In order to facilitate UPP Power in paying the Consideration pursuant to the Turnkey Agreement, a sum of US\$25,000,000 was advanced by the Company to UPP Power by way of a shareholder’s loan, with the remaining sum of US\$21,390,000 being injected into UPP Power as part of the total paid up capital of UPP Power amounting to US\$21,511,000.

New Share Capital of UPP Power

It was stated in the said announcement dated 6 December 2012 that the capital of UPP Power would be US\$1,000,000 divided into 1,000,000 shares of US\$1.00 each, to be held by the Company and UPP Greentech. In view of the capital injections as mentioned above, the total issued and paid up capital of UPP Power has been increased to US\$21,511,000 divided into 21,511,000 shares of US\$1 each. The Company holds 215,110 shares, representing 1% of the capital of UPP Power, and UPP Greentech holds 21,295,890 shares, representing 99% of the capital of UPP Power.

BY ORDER OF THE BOARD

Koh Wan Kai
Executive Director

23 May 2014