



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 47th Annual General Meeting of **UPP HOLDINGS LIMITED** (the "**Company**") will be held on Friday, 25 April 2014 at 2pm at Kent Ridge Room, No. 87 Science Park Drive, Science Hub, Singapore 118260 for the following purposes:

**AS ORDINARY BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve a final dividend of 0.15 cents tax exempt (one tier) dividend per share for the financial year ended 31 December 2013. **(Resolution 2)**
3. To approve the payment of Directors' fees of up to S\$217,500 payable by the Company for the year ending 31 December 2014. **(Resolution 3)**
4. To re-elect Mr. Koh Wan Kai, retiring pursuant to Article 110 of the Articles of Association of the Company. (See Explanatory Note (i)) **(Resolution 4)**
5. To re-elect Ms. Ng Shin Ein, who ceases to hold office in accordance with Article 120 of the Articles of Association and who, being eligible, offers herself for re-election. (See Explanatory Note (ii)) **(Resolution 5)**
6. To re-elect Dato' Seri Kalimullah Bin Masheerul Hassan, who ceases to hold office in accordance with Article 120 of the Articles of Association and who, being eligible, offers himself for re-election. (See Explanatory Note (iii)) **(Resolution 6)**
7. To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business which may be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

9. That pursuant to Section 161 of the Companies Act, Chapter 50 (the "**CA**") and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be and are hereby authorised and empowered to issue:
  - (i) shares in the capital of the Company ("**shares**"); or
  - (ii) convertible securities; or
  - (iii) additional convertible securities issued pursuant to adjustments; or
  - (iv) shares arising from the conversion of the securities in (ii) and (iii) above,(whether by way of rights, bonus or otherwise in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority or thereafter) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force), provided that:
  - 1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company as calculated in accordance with sub-paragraph (2) below ("**Issued Shares**"), provided that the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of Issued Shares;
  - 2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of Issued Shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
    - (i) new shares arising from the conversion or exercise of any convertible securities;
    - (ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the Listing Manual; and
    - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
  - 3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and (unless revoked or varied by the Company in General Meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company ("**AGM**") or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. **(Resolution 8)**

BY ORDER OF THE BOARD

Tong Kooi Ong  
Chairman and CEO  
10 April 2014

**Notes**

- (a) A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two (2) proxies to attend and vote in his stead.
- (b) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- (c) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting.
- (d) If the member is a corporation, the instrument appointing the proxy must be under common seal or the hand of an officer or attorney duly authorised.

**Explanatory Notes**

- (i) Ordinary Resolution 4  
Subject to his re-election, Mr. Koh Wan Kai will be re-appointed as an Executive Director. Mr. Koh Wan Kai does not have any relationships including immediate family relationships between him and the directors, the Company or its 10% shareholders as defined in the Code of Corporate Governance 2012.  
Detailed information on Mr. Koh Wan Kai can be found under page 5 and page 18 in the Company's Annual Report 2013.
- (ii) Ordinary Resolution 5  
Subject to her re-election, Ms. Ng Shin Ein, who is considered an independent director, will be re-appointed as Chairman of the Remuneration Committee and a Member of the Audit and Risk Management Committee. Ms. Ng Shin Ein does not have any relationships including immediate family relationships between her and the directors, the Company or its 10% shareholders as defined in the Code of Corporate Governance 2012.  
Detailed information on Ms. Ng Shin Ein can be found under page 5 and page 18 in the Company's Annual Report 2013.
- (iii) Ordinary Resolution 6  
Subject to his re-election, Dato' Seri Kalimullah Bin Masheerul Hassan, who is considered an independent director, will be re-appointed as Chairman of the Nominating Committee and a Member of the Remuneration Committee. Dato' Seri Kalimullah Bin Masheerul Hassan does not have any relationships including immediate family relationships between him and the directors, the Company or its 10% shareholders as defined in the Code of Corporate Governance 2012.  
Detailed information on Dato' Seri Kalimullah Bin Masheerul Hassan can be found under page 6 and page 18 in the Company's Annual Report 2013.
- (iv) Ordinary Resolution 8  
The Ordinary Resolution 8 proposed above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to issue shares in the capital of the Company and to make or grant convertible securities, and to issue shares in pursuance of such convertible securities, without seeking any further approval from shareholders in general meeting, up to a number not exceeding fifty per cent. (50%) of the total number of Issued Shares of which up to twenty per cent. (20%) of the total number of Issued Shares may be issued other than on a pro rata basis to shareholders.