



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

CLARIFICATION REGARDING THE NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT 2016

Information in Notice of Annual General Meeting

The board of directors (the “**Directors**”) of UPP Holdings Limited (the “**Company**”) refers to the Company’s Notice of Annual General Meeting (the “**Notice**”) dated 6 April 2017.

In relation to the Notice, and in particular Resolution 8, this Resolution 8 would authorise Directors to issue shares and convertible securities under Section 161 of the Companies Act, Chapter 50, including to utilise the rights issue limit which was raised from 50% to 100% (the “**Enhanced Rights Issue Limit**”) by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), subject to conditions set out in paragraph 3 of the Practice Note 8.3 of the Listing Manual. In relation to the foregoing, the Company refers to the Explanatory Note on applying the Enhanced Rights Issue Limit for Mainboard Issuers issued by the SGX-ST on 30 March 2017, and the Company wishes to highlight the following for clarification and which is reproduced from the 30 March 2017 Explanatory Note:

“3. How does an issuer apply the limits under the Enhanced Mandate?”

The purpose of the Enhanced Mandate is to help issuers raise funds expediently for expansion activities and working capital. Issuers with an Enhanced Mandate may issue shares up to the limits stipulated under Rule 806 (“**General Limit**”) and where an issue of shares is to be issued by way of a renounceable rights issue, the issuer will have an additional limit of 50% (“**Additional Limit**”).

When utilising the Enhanced Mandate for a renounceable rights issue, the issuer should first use the Additional Limit, and in the event that the Additional Limit has been fully utilised and is insufficient to satisfy that issue, the issuer may use the General Limit but only to the extent of the then remaining General Limit.

Where an issue of shares is to be issued otherwise than by way of a renounceable rights issue, that issue may only use the General Limit, but only to the extent of the then remaining General Limit.

An issue of shares that is not for a financing purpose (for example a bonus issue of shares) may only use the General Limit, but the number of such shares that may be issued shall be limited to the balance of the then remaining Additional Limit.”

Information on Subsidiary Holdings

The Company refers to its Annual Report 2016 (“**AR 2016**”) despatched on 6 April 2017. The Company further refers to the news release on “Listing Rules Amendments to Align with Changes to the Companies Act” made by SGX-ST on 24 March 2017 (the “**News Release**”).

As stated in the News Release, the SGX-ST has informed listed issuers that they do not need to align the language in the AR 2016 with the new SGX-ST listing rules for issuers that are in the process of despatching annual reports to shareholders, for AGMs to be held in April 2017, The information may instead be announced by the Company via SGXNET before its AGM.

Accordingly, the Company wishes to provide the following additional information in relation to its shareholding statistics (as at 20 March 2017):

No. of Treasury Shares : Nil (0%)

Subsidiary Holdings : Nil (0%)

BY ORDER OF THE BOARD

Koh Wan Kai
Executive Director

21 April 2017