

General Announcement::SEDAR filing by UPP Holdings Limited (the "Company")

Issuer & Securities

Issuer/ Manager	UPP HOLDINGS LIMITED
Securities	UPP HOLDINGS LIMITED - SG1K55001665 - U09
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Announcement Details

Announcement Title	General Announcement
Date & Time of Broadcast	23-Mar-2018 08:26:05
Status	New
Announcement Sub Title	SEDAR filing by UPP Holdings Limited (the "Company")
Announcement Reference	SG180323OTHRP1BI
Submitted By (Co./ Ind. Name)	Koh Wan Kai
Designation	Executive Director
Description (Please provide a detailed description of the event in the box below)	Please refer to the early warning report and news release issued by the Company dated 22 March 2018 on SEDAR relating to the proposed acquisitions of shares and debt as an interested person transaction.

Attachments	📄 Early Warning Report.pdf 📄 Press Release.pdf Total size =43K
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Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (“**Common Shares**”) in the capital of Taiga Building Products Ltd. (“**Taiga**”)

Taiga Building Products Ltd.
#800 - 4710 Kingsway
Burnaby, British Columbia
V5H 4M2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction did not take place on a market. The transaction will take place pursuant to a private acquisition.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

UPP Holdings Limited (“**UPP**”)
1 Kim Seng Promenade
#13-10 Great World City West Tower
Singapore 237994

Jurisdiction of incorporation: Singapore
Principal business: Investment company

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On March 22, 2018 (the “**Closing Date**”) UPP entered into an agreement to indirectly acquire from Genghis S.a.r.l ownership of 18,460,760 common shares (“**Common Shares**”) as described in Item 5 below.

2.3 State the names of any joint actors.

Not applicable

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

UPP entered into an agreement to indirectly acquire ownership of 18,460,760 Common Shares. UPP currently owns, directly or indirectly, or exercises control or direction over 57,248,055 Common Shares, representing approximately 49.0% of the total number of issued and outstanding Common Shares. After the acquisition, UPP will own, directly or indirectly, or exercise control or direction over, 75,708,815 Common Shares, representing approximately 64.8% of the total number of issued and outstanding Common Shares. This change will represent an increase of approximately 15.8% in the total number of issued and outstanding Common Shares held by UPP.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

UPP entered into an agreement to indirectly acquire ownership of 18,460,760 Common Shares.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

UPP currently owns, directly or indirectly, or exercises control or direction over 57,248,055 Common Shares, representing approximately 49.0% of the total number of issued and outstanding Common Shares. After the acquisition, UPP will own, directly or indirectly, or exercise control or direction over, 75,708,815 Common Shares, representing approximately 64.8% of the total number of issued and outstanding Common Shares. This change will represent an increase of approximately 15.8% in the total number of issued and outstanding Common Shares held by UPP.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

UPP will own, directly or indirectly, or exercise control or direction over, 75,708,815 Common Shares, representing approximately 64.8% of the total number of issued and outstanding Common Shares.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The acquisition of 18,460,760 Common Shares will be completed at a deemed purchase price of CDN\$1.50 per Common Share for an aggregate purchase price of CDN\$27,691,140.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See 4.1.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

UPP's acquisition is being made for investment purposes. UPP may, in the future, increase or decrease its beneficial ownership, control or direction over securities of Taiga. UPP does not otherwise have any plans related to the above enumerated list.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

UPP is relying on the private agreement exemption in section 4.2 of National Instrument 62-104 *Takeover Bids and Issuer Bids* ("NI 62-104") with respect to the acquisition. As at the date of the offer, UPP has agreed to acquire the Common Shares for consideration not greater than 115% of the market price of the Common Shares as determined in accordance with section 1.11 of NI 62-104.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

March 22, 2018

Date

“Khoo Hsien Ming Kevin”

Signature

Khoo Hsien Ming Kevin, Executive Director

Name/Title

**UPP HOLDINGS LIMITED ENTERS INTO AGREEMENT TO ACQUIRE SHARES
OF TAIGA BUILDING PRODUCTS LTD.**

Vancouver, British Columbia – March 22, 2018. UPP Holdings Limited (“**UPP**”) announced that on March 22, 2018, it entered into an agreement to indirectly acquire from Genghis S.a.r.l 18,460,760 common shares (“**Common Shares**”) of Taiga Building Products Ltd. (“**Taiga**”), a company with a head office at #800 - 4710 Kingsway, Burnaby, British Columbia, V5H 4M2, at a deemed purchase price of CDN\$1.50 per Common Share for an aggregate purchase price of CDN\$27,691,140. UPP has agreed to acquire the 18,460,760 Common Shares through a private transaction made in reliance on the private agreement exemption set out in section 4.2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids*. UPP currently owns, directly or indirectly, or exercises control or direction over 57,248,055 Common Shares, representing approximately 49.0% of the total number of issued and outstanding Common Shares. After the acquisition, UPP will own, directly or indirectly, or exercise control or direction over, 75,708,815 Common Shares, representing approximately 64.8% of the total number of issued and outstanding Common Shares. This change will represent an increase of approximately 15.8% in the total number of issued and outstanding Common Shares held by UPP. UPP’s acquisition is being made for investment purposes. UPP may, in the future, increase or decrease its beneficial ownership, control or direction over securities of Taiga.

For more information, or to obtain a copy of the subject early warning report, please contact:

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1 Kim Seng Promenade
#13-10 Great World City West Tower
Singapore 237994

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