

**General Announcement::Announcement by subsidiary, Taiga Building Products Ltd. ("Taiga")****Issuer & Securities**

<b>Issuer/ Manager</b>	UPP HOLDINGS LIMITED
<b>Securities</b>	UPP HOLDINGS LIMITED - SG1K55001665 - U09
<b>Stapled Security</b>	No

**Announcement Details**

<b>Announcement Title</b>	General Announcement
<b>Date &amp; Time of Broadcast</b>	27-Oct-2017 17:06:40
<b>Status</b>	New
<b>Announcement Sub Title</b>	Announcement by subsidiary, Taiga Building Products Ltd. ("Taiga")
<b>Announcement Reference</b>	SG171027OTHR1DMO
<b>Submitted By (Co./ Ind. Name)</b>	Koh Wan Kai
<b>Designation</b>	Executive Director
<b>Description (Please provide a detailed description of the event in the box below)</b>	Please refer to the announcement released by Taiga on 26 October 2017 relating to Taiga's results of special meeting of shareholders.
<b>Attachments</b>	<a href="#">Press release.pdf</a> Total size =33K

# Taiga Announces Results of Special Meeting of Shareholders

**/NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/**

BURNABY, BC, Oct. 26, 2017 /CNW/ - Taiga Building Products Ltd. ("**Taiga**" or the "**Company**") (TSX: TBL & TBL.NT) is pleased to announce that at the special meeting of shareholders of the Company held on October 26, 2017 (the "**Meeting**"), disinterested shareholders approved the issuance (the "**Share Issuance**") of up to 107,361,848 common shares of the Company in respect of the share option component of the previously announced exchange offer that commenced on October 2, 2017. The resolution approving the Share Issuance received the approval of a majority of shareholders at the Meeting after excluding the votes of certain "interested parties" as more particularly described in the Company's news release dated October 2, 2017.

The exchange offer is subject to the terms and conditions set forth in the Exchange Offer and Consent Solicitation Statement dated September 29, 2017 (the "**Exchange Offer Circular**"), which was mailed to holders (the "**Noteholders**") of the Company's outstanding 14% subordinated unsecured notes (the "**Existing Notes**"). The Company has offered to purchase any and all of its outstanding Existing Notes in exchange for:

- an equivalent principal amount of new 7% senior notes of Taiga (the "**New Notes**") due five years from the date of issuance (the "**Note Option**");
- common shares of Taiga at a rate of 833.33 Common Shares (the "**Share Exchange Price**") for each \$1,000 principal amount of Existing Notes (the "**Share Option**"), representing an issue price of \$1.20 per common share; or
- any combination of the Note Option and the Share Option as determined by the Noteholders.

Conditions to completing the exchange offer are more particularly described in the Exchange Offer Circular. The exchange offer is scheduled to expire at 5:00 p.m. (Vancouver time) on November 8, 2017 unless extended or earlier terminated by the Company (the "**Expiration Time**"). Tendered Existing Notes may be withdrawn at any time on or prior to the Expiration Time, unless extended by the Company.

Taiga believes that the exchange offer is in the best interests of the Company and provides options to Noteholders. The exchange offer is being made for, among others, the following reasons:

- it will allow the Company to reduce its financial leverage and lower its cost of capital, thereby providing the Company with greater financial flexibility to pursue future growth opportunities;
- the de-leveraging of the Company's balance sheet will facilitate the Company's transition from its current capital structure to a more normalized capital structure, which the Company believes will: (i) provide improved access to capital; (ii) improve its financial flexibility to pursue strategic initiatives; and (iii) enhance the market's understanding of the Company by facilitating relative comparisons to its publicly-traded industry peers; and
- it will provide enhanced liquidity to holders of Existing Notes and a potential increase in the public float of common shares.

The exchange offer is being made only through the Exchange Offer Circular. Noteholders are urged to read the Exchange Offer Circular carefully before making any decisions with respect to the exchange offer because it contains important information, including the terms and conditions of the exchange offer. The Company makes no recommendation as to whether or not Existing Notes should be tendered pursuant to the exchange offer, and no one has been authorized by the Company to make such a recommendation.

**THE SECURITIES OFFERED PURSUANT TO THE EXCHANGE OFFER HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS. THIS PRESS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL.**

## **Forward-Looking Information**

This news release contains forward-looking information that is based on current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates. Forward-looking information does not guarantee future performance and involves risks, uncertainties and assumptions which are difficult to predict and which may cause Taiga's actual results in future periods to differ materially from expected results. In particular, statements about the Company's plans or intentions regarding the completion of the exchange offer and consent solicitation constitute forward-looking information and may not necessarily occur. Investors are cautioned that all forward-looking information involves risks and uncertainties including, without limitation, the possibility that the exchange offer and consent solicitation will not be consummated due to failure to satisfy or waive any conditions to the exchange offer and consent solicitation or otherwise, the level of participation by Noteholders in the exchange offer may not result in the achievement of expected benefits by the Company of the exchange offer, and other risk factors listed from time to time in the Exchange Offer Circular and the Company's public filings. These risks, as well as others, could cause actual results and events to vary significantly. Accordingly, readers should not place undue reliance on forward-looking information, which are qualified in their entirety by this cautionary statement. Taiga does not undertake any obligation to release publicly any revisions to or updating any voluntary

forward-looking information, except as required by applicable securities law.

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**For further information:** Mark Schneiderei-Hsu, VP, Finance & Administration and CFO, Tel: 604-438-1471, Fax: 604-439-4242

CO: Taiga Building Products Ltd.

CNW 19:00e 26-OCT-17