

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingboard Chemical Holdings Limited (“Company”) will be held at 5th Floor, Block K, Valiant Industrial Centre, 2-12 Au Pui Wan Street, Fo Tan, Shatin, Hong Kong on 26 May 2003 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the directors’ report and the auditors’ report thereon for the nine months period ended 31 December 2002.
2. To declare a final dividend.
3. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. By way of special business, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

“A. **THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

茲通告 Kingboard Chemical Holdings Limited (建滔化工集團) (「本公司」) 謹訂於二零零三年五月二十六日上午十一時假座香港沙田火炭坳背灣街2-12號威力工業中心五樓K座召開股東週年大會，討論下列事項：

- 一、 省覽截至二零零二年十二月三十一日止九個月期間之經審核財務報表與董事會報告及核數師報告。
- 二、 宣佈派發末期股息。
- 三、 重選董事及授權董事會釐訂各董事酬金。
- 四、 續聘核數師並授權董事會釐訂其酬金。
- 五、 作為特別事項處理，考慮及酌情通過下列普通決議案：

「A. **動議：**

- (a) 在下文(c)段之規限下，一般及無條件批准本公司董事會(「董事會」)於有關期間(定義見下文)內，行使本公司所有權力，以配發、發行及買賣本公司之額外股份(「股份」)，或可轉換為股份、購股權、認股權證或認購任何股份之類似權利之證券，以及作出或授予可能須行使該等權力之建議、協議及購股權；
- (b) 上文(a)段之批准為給予董事會之額外授權，授權董事會於有關期間內，作出或授予可能須於有關期間結束後行使該等權力之建議、協議及購股權；

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:-

- (i) a Rights Issue (as defined in paragraph (e) below);
- (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
- (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company,

shall not exceed 20 per cent of the aggregate nominal amount of share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(c) 本公司董事會依據上文(a)段所批准而配發或同意有條件或無條件配發(不論依據購股權或其他原因而配發)之股本總面值,除基於下列原因外,不得超過本決議案通過當日本公司已發行股本總面值之20%:

- (i) 配售新股(定義見下文(e)段);
- (ii) 因本公司之任何認股權證或可轉換為本公司股份之任何證券之認購權或換股權獲行使而發行股份;
- (iii) 因行使採納之購股權計劃或類似安排而授予本公司及/或其任何附屬公司之行政人員及/或僱員購買股份之權利或向彼等發行股份;及
- (iv) 根據本公司之組織章程細則配發股份以代替全部或部分股份股息之任何以股代息計劃或類似安排,而上述批准亦須受此數額限制;

(d) 待本決議案(a)、(b)及(c)段通過後,撤回本決議案(a)、(b)及(c)段所述,過往給予董事目前仍然生效之所有批准;及

(e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or stock exchange in any territory outside Hong Kong).

(e) 就本決議案而言：

「有關期間」乃指由本決議案通過當日
至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 法例或本公司之組織章程細則規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案撤回或修改本決議案之日；及

「配售新股」乃指本公司董事會於指定期間，向在某一指定記錄日期名列股東名冊之股份或任何類別股份之持有人，按其持股比例發售股份或該類股份。惟董事會可就有關零碎配額，經考慮任何在香港以外地區法例之限制或責任，或任何認可管制機構或證券交易所之規定後認為必須或權宜之情況下，取消有關權利或作出其他安排。

B. THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“Shares”) or securities convertible into Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the securities which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-

- (i) the conclusion of the next annual general meeting of the Company;

B. 動議：

- (a) 在下文(b)段之規限下，一般及無條件批准本公司董事會（「董事會」）於有關期間（定義見下文）內，在香港聯合交易所有限公司（「聯交所」）或可供本公司證券上市並獲得證券及期貨事務監察委員會及香港聯合交易所有限公司根據香港公司股份購回守則就此認可之任何其他證券交易所，根據一切適用法例及香港聯合交易所有限公司證券上市規則行使本公司所有權力以購回本公司股份（「股份」）或可兌換為股份之證券；
- (b) 根據上文(a)段之批准所獲授權而購回之證券總面值，不得超過於本決議案通過當日本公司已發行股本總面值之10%，而上述批准亦須受此數額限制；
- (c) 待本決議案(a)及(b)段通過後，撤回本決議案(a)及(b)段所述，過往給予董事目前仍然有效之所有批准；及
- (d) 就本決議案而言：

「有關期間」乃指由本決議案通過當日至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

C. **THAT** conditional upon the passing of the Resolutions numbered 5A and 5B as set out in the notice of this meeting, the general mandate granted to the directors of the Company ("Directors") to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution numbered 5A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution numbered 5B above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.

By order of the Board

Kingboard Chemical Holdings Limited

Lo Ka Leong

Company Secretary

Hong Kong, 26 March 2003

- (ii) 法例或本公司之組織章程細則規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案撤回或修改本決議案之日。

C. **動議**待本大會通告所載之第5A項及第5B項決議案獲通過後，擴大根據召開上文第5A項決議案授予本公司董事會（「董事會」）配發、發行及買賣股份之一般授權，以納入本公司根據上文第5B項決議案授出之一般授權，購回之本公司股本總面值，惟購回股份之數額不得超過於本決議案通過當日本公司已發行股本總面值之10%。

承董事會命

建滔化工集團

公司秘書

羅家亮

香港，二零零三年三月二十六日

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Head Office and principal place of business:

5th Floor, Block K
Valiant Industrial Centre
2-12 Au Pui Wan Street
Fo Tan
Shatin
Hong Kong

Notes

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrars in Hong Kong, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding of the meeting or any adjourned meeting.
3. The register of members of the Company will be closed from 22 May 2003 to 26 May 2003 (both days inclusive) during which period no transfers of shares will be registered. In order to qualify for receiving the final dividend, shareholders are reminded to ensure that all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrars in Hong Kong, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on 21 May 2003.
4. An explanatory statement containing further details in respect of Resolution numbered 5B will be included in the annual report of the Company for the nine months period ended 31 December 2002.

香港總寫字樓及主要營業地點：

香港
沙田
火炭
坳背灣街2-12號
威力工業中心
五樓K座

附註：

1. 凡有權出席上述大會及於會上投票之股東均可委任多於一位代表出席及代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同委任人已簽妥之授權書或其他授權文件（如有）或由公證人簽署證明之授權書或授權文件副本，須於大會或其任何續會舉行時間四十八小時前交回香港灣仔告士打道56號東亞銀行港灣中心地下本公司之股份過戶登記處香港分處秘書商業服務有限公司，方為有效。
3. 本公司將於二零零三年五月二十二日至二零零三年五月二十六日（包括首尾兩天）暫停股東登記，期間不會辦理股份過戶登記手續。為符合取得末期股息之資格，各股東須於二零零三年五月二十一日下午四時前將所有過戶文件連同有關股票交回本公司之香港股份過戶登記處香港分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
4. 一份載有第5B項決議案其他詳情之說明函件，將刊載於本公司截至二零零二年十二月三十一日止九個月期間之年報內。