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KINGBOARD LAMINATES HOLDINGS LIMITED

建滔積層板控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1888)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingboard Laminates Holdings Limited (“**Company**”) will be held at 2/F., Harbour View 1, No. 12 Science Park East Avenue, Phase 2 Hong Kong Science Park, Shatin, New Territories, Hong Kong on 28 May 2012 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the directors’ report and the independent auditor’s report thereon for the year ended 31 December 2011;
2. To declare a final dividend;
3. To re-elect Mr. Cheung Ka Ho, Ms. Chan Sau Chi, Mr. Liu Min and Mr. Zhou Pei Feng as executive directors of the Company and Mr. Chan Yue Kwong, Michael and Mr. Ip Shu Kwan, Stephen as independent non-executive directors of the Company and to authorise the board of directors of the Company 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 each of the following resolutions, with or without modification, as an ordinary resolution:

ORDINARY RESOLUTION

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, 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) of this Resolution 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;
- (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 given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the 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 the officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 20 per cent of the aggregate nominal amount of the 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
- (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 any applicable laws or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

‘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 Shares or any class thereof on the register of members of the Company 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).”

B. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) 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 of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the securities which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the approval granted under paragraph (a) of this Resolution 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. “**THAT** conditional upon the passing of Resolutions numbered 5A and 5B as set out in the notice convening this Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with Shares pursuant to Resolution numbered 5A above be and is hereby extended by the addition to the aggregate nominal amount of the Shares 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 the passing of this Resolution.”
6. By way of special business to consider, and if thought fit, to pass the following resolution, with or without modification, as a special resolution:

SPECIAL RESOLUTION

- A. “**THAT** the memorandum of association of the Company be amended as follows:

- (a) Heading

By deleting the reference to “The Companies Law (2004 Revision) (Cap. 22)” and substituting therefor the words “The Companies Law (2011 Revision) (Cap. 22)”.

- (b) Clause 2

By deleting the existing Clause 2 in its entirety and substituting therefor the following:

“The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.”

- (c) Clause 4

By deleting all references to “the Companies Law (2004 Revision)” and substituting therefor the words “the Companies Law (2011 Revision)”.

- (d) Clause 6

By deleting the reference to “the Companies Law (2004 Revision)” and substituting therefor the words “the Companies Law (2011 Revision)”.

(e) Clause 7

By deleting the words “Section 193” and substituting therefor the words “Section 174” and by deleting all references to “the Companies Law (2004 Revision)” and substituting therefor the words “the Companies Law (2011 Revision).”

B. **“THAT** the articles of association (“Articles”) of the Company be amended as follows:

(a) Heading

By deleting the reference to “The Companies Law (2004 Revision) (Cap. 22)” and substituting therefor the words “The Companies Law (2011 Revision) (Cap. 22)”.

(b) Article 2

By deleting the reference to “the Companies Law (2004 Revision)” and substituting therefor the words “the Companies Law (2011 Revision)” in the definition of “the Companies Law” or “the Law” in the existing Article 2.

(c) Article 2

By adding the following new definition in the existing Article 2 after the definition of “Hong Kong”:

““Independent Non-Executive Director” shall mean a person recognised as such by the relevant code, rules and regulations applicable to the listing of the shares on the Exchange;”

(d) Article 2

By adding the following new definition in the existing Article 2 after the definition of “published in the newspapers”:

““published on the Exchange’s website” shall mean published in such language(s) as may be designated by the Exchange on the Exchange’s website in accordance with the Listing Rules;”

(e) Article 2

By adding the words “(Cap 571 of the Laws” after the words “Securities and Futures Ordinance” and by adding “)” after the words “of Hong Kong” in the definition of “recognised clearing house” in the existing Article 2.

(f) Article 2

By adding the following new definition in the existing Article 2 after the definition of “the register”:

““rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;”

(g) Article 2

By deleting the words “Section 8 of the Electronic Transactions Law shall not apply” in the existing Article 2 and substituting therefor the words “Sections 8 and 19 of the Electronic Transactions Law shall not apply”.

(h) Article 3

By adding the words “of a nominal or par value” after the words “divided into 20,000,000,000 shares” in the existing Article 3.

(i) Article 8

By adding the words “or the Listing Rules” after the words “not prohibited by any law” and by deleting the words “all or” after the words “or otherwise acquire” in the existing Article 8.

(j) Article 8A

By adding the following as new Article 8A after the existing Article 8:

“The Board may accept the surrender for no consideration of any fully paid share.”

(k) Article 13

By adding the words “, if any,” after the words “shall specify the certificate(s) thereof” in the existing Article 13.

(l) Article 20A

By adding the following as new Article 20A after the existing Article 20:

“For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

(m) Article 23

By deleting the existing Article 23 in its entirety and substituting therefor the following:

“The register may, on 10 business days’ notice (or on 6 business day’s notice in the case of a rights issue) being given by announcement or advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.”

(n) Article 24A

By adding the following as new Article 24A after the existing Article 24:

“In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”

(o) Article 25

By deleting the word “the” after the words “entitled without payment to receive, within” and substituting therefor the word “any” and by deleting the word “as” after the words “relevant time limit” in the existing Article 25.

(p) Article 47A

By adding the following as new Article 47A after the existing Article 47:

“Notwithstanding Articles 46 and 47, transfers of shares which are listed on the Exchange may be effected by announcement or any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

(q) Article 53

By deleting the existing Article 53 in its entirety and substituting therefor the following:

“The registration of transfers may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by announcement or advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of announcement or advertisement impossible, the Company shall comply with these requirements as soon as practicable.”

(r) Article 91

By deleting the existing Article 91 in its entirety and substituting therefor the following:

“At any general meeting a resolution put to the vote at the meeting shall be decided on a poll, save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

(s) Article 93

By deleting the words “Intentionally deleted” in the existing Article 93 and substituting therefor the following:

“Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

(t) Article 95

By adding the words “whether on a show of hands (where permitted by the Listing Rules and these Articles) or on a poll,” after the words “In the case of equality of votes,” in the existing Article 95.

(u) Article 97

By deleting the existing Article 97 in its entirety and substituting therefor the following:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, on a show of hands (where permitted by the Listing Rules and these Articles) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house or its nominee(s), each proxy shall have one vote on a show of hands (where permitted under the Listing Rules and these Articles) and is under no obligation to cast all his votes in the same way on a poll.”

(v) Article 101

By deleting the existing Article 101 in its entirety and substituting therefor the following:

“A member in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, whether on a show of hands (where permitted by the Listing Rules and these Articles) or on a poll, by any person authorised in such circumstances to do so, and such person may vote on a poll by proxy.”

(w) Article 111

By adding the words “including, where a show of hands is permitted by the Listing Rules and these Articles, the right to vote individually on a show of hands,” after the words “holding the number and class of shares specified in such authorisation,” in the existing Article 111.

(x) Article 113

By deleting the existing Article 113 in its entirety and substituting therefor the following:

“So long as shares of the Company are listed on the Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Exchange require. The number of Directors shall not be less than two.”

(y) Article 114

By deleting the existing Article 114 in its entirety and substituting therefor the following:

“The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. The re-election of an Independent Non-Executive Director who has held such office for more than nine years shall require separate approval of an ordinary resolution of the members in general meeting and the Board shall provide reasons to the members prior to the general meeting as to why it believes such Independent Non-Executive Director is still independent and should be re-elected.”

(z) Article 134

By deleting the existing Article 134.3 in its entirety and substituting therefor the words “Intentionally deleted”.

(aa) Article 148

By deleting the words “provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong” after the words “or in such other manner as the Board may from time to time determine” in the existing Article 148.

(bb) Article 158

By deleting the existing Article 158 in its entirety and substituting therefor the following:

“Unless otherwise required by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 121) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.”

(cc) Article 207

By adding the words “The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting.” after the words “who shall hold office until the next annual general meeting.” in the existing Article 207.

(dd) Article 229

By adding the following as new Article 229 after the existing Article 228:

“The Company shall, subject to the provisions of the Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

(ee) Article 230

By adding the following as new Article 230 after the new Article 229:

“The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Law), upon such terms as the Directors may determine.”

By order of the Board of
Kingboard Laminates Holdings Limited
Tsoi Kin Lung
Company Secretary

Hong Kong, 24 April 2012

Notes:

1. Any shareholder of the Company (“Shareholder(s)”) entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any share in the issued share capital of the Company (“Share(s)”), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (“Register of Members”) in respect of such Share shall alone be entitled to vote in respect thereof.
3. 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 registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting as the case may be or, in the case of poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for taking of the poll.

4. The Register of Members will be closed during the following periods:
 - (i) From Thursday, 24 May 2012 to Monday, 28 May 2012, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfers accompanied by the relevant Share certificates must be lodged with the Company's branch share register in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 23 May 2012; and
 - (ii) From Friday, 1 June 2012 to Tuesday, 5 June 2012, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant Share certificates must be lodged with the Company's branch share register in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Thursday, 31 May 2012.
5. Pursuant to the articles of association of the Company ("Articles") and the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of Mr. Cheung Ka Ho, Ms. Chan Sau Chi, Mr. Liu Min, Mr. Zhou Pei Feng, Mr. Chan Yue Kwong, Michael and Mr. Ip Shu Kwan, Stephen will retire from directorship and Mr. Cheung, Ms. Chan, Mr. Liu and Mr. Zhou will each be eligible for re-election as executive Directors, and Mr. Chan and Mr. Ip will be eligible for re-election as independent non-executive Directors. Biographical details of the above Directors are disclosed in the circular despatched together with this notice to the Shareholders ("Circular").
6. An explanatory statement containing further details in respect of resolution numbered 5B is included in the Circular.
7. As at the date of hereof, the board of Directors consists of Messrs. Cheung Kwok Wa, Cheung Kwok Keung, Cheung Kwok Ping, Lam Ka Po, Cheung Ka Ho, Chan Sau Chi, Liu Min and Zhou Pei Feng, being the executive Directors, Mr. Lo Ka Leong, being the non-executive Director, and Messrs. Chan Yue Kwong, Michael, Leung Tai Chiu, Mok Yiu Keung, Peter and Ip Shu Kwan, Stephen, being the independent non-executive Directors.