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KINGBOARD CHEMICAL HOLDINGS LIMITED

建滔化工集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 148)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingboard Chemical 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 9:30 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 Ms. Cheung Wai Lin, Stephanie as an executive director of the Company, Mr. Chan Wing Kwan as a non-executive director of the Company, and Mr. Henry Tan and Mr. Lai Chung Wing, Robert 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

* *For identification purposes only*

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 to be held by any applicable laws or regulations or the articles of association of the Company; 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 to be held by any applicable laws or regulations or the articles of association of the Company; 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) Clause 1

By deleting the word “Jamplan” and substituting therefor the word “Kingboard”.

- (b) Clause 2

By adding the words “within the Cayman Islands” after the words “or at such other location”.

- (c) Clause 3

By deleting the words “Section 6(4)” and substituting therefor the words “Section 7(4)”.

- (d) Clause 4

By deleting the words “Section 26(2)” and substituting therefor the words “Section 27(2)”.

- (e) Clause 5

By deleting the existing clause 5 in its entirety and substituting therefor the following:

Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Law (2009 Revision), or to carry on Insurance Business from within the Cayman islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law (2008 Revision), or to carry on the business of Company Management without, being licensed in that behalf under the provisions of the Companies Management Law (2003 Revision).

(f) Clause 7

By deleting the existing clause 7 in its entirety and substituting therefor the following:

“The liability of each member is limited to the amount unpaid on such member’s shares.”

(g) Clause 8

By adding the word “share” before the words “capital of the Company is HK\$120,000,000.00”.

(h) Clause 9

By deleting the existing clause 9 in its entirety and substituting therefor the following:

“The Company may exercise the power contained in The Companies Law (Revised) to deregister in the Cayman Islands and be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands.”

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

(a) Article 2

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

““electronic” shall have the meaning given to it in the Electronic Transactions Law;”

(b) Article 2

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

““electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;”

(c) Article 2

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

““Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”

(d) Article 2

By deleting the word “Transaction” after the words ““Electronic” and substituting therefor the word “Transactions” in the definition of “Electronic Transaction Law” under the existing Article 2.

(e) Article 2

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

““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 Designated Stock Exchange;”

(f) Article 2

By adding the following new definition in the existing Article 2 after the new definition of “Independent Non-Executive Director”:

““Listing Rules” shall mean the Rules Governing the Listing of Securities on the Designated Stock Exchange as amended from time to time;”

(g) Article 2

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

““principal register” shall mean the register of Members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;”

(h) Article 2

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

““published in the newspapers” means published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules;”

(i) Article 2

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

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

(j) Article 2

By adding the following new definition in the existing Article 2 after the new definition of “published on the Designated Stock Exchange’s website”:

““recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

(k) Article 2

By deleting the definition of “Register” in the existing Article 2 in its entirety and substituting therefor the following:

““Register” means the principal register and any branch registers of Members of the Company;”

(l) Article 2

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

(m) Article 2

By deleting the definition of “special resolution” in the existing Article 2 in its entirety and substituting therefor the following:

““special resolution” shall have the same meaning as ascribed thereto in the Companies Law: for this purpose, the requisite majority shall be not less than three-quarters of the votes cast by those Members present and voting in person or by proxy at a meeting of Members, of which notice specifying the intention to propose the resolution as a special resolution has been duly given;”

(n) By deleting the paragraph after the words ““debenture holder” shall include debenture stock and debenture stockholder respectively;” and substituting therefor with the following paragraph in the existing Article 2:

“Sections 8 and 19 of the Electronic Transactions Law shall not apply;”

(o) Article 3

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

(p) Article 18A

By adding the following as new Article 18A after the existing Article 18:

“In addition to the giving of notice in accordance with Article 18, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the Members affected by notice published on the Designated Stock 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.”

(q) Article 34A

By adding the following as new Article 34A after the existing Article 34:

“Notwithstanding Articles 33 and 34, transfers of shares which are listed on the Designated Stock Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

(r) Article 39A

By adding the following as new Article 39A after the existing Article 39:

“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 an announcement or advertisement published on the Designated Stock 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.”

(s) Article 40A

By adding the following as new Article 40A after the new Article 39A:

“The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal Register and there shall be entered therein the particulars of the Members and the shares issued to each of them and other particulars required under the Companies Law.”

(t) Article 40B

By adding the following as new Article 40B after the new Article 40A:

“If the Board considers it necessary or appropriate, the Company may establish and maintain a branch register or registers of Members at such location or locations within or outside the Cayman Islands as the Board thinks fit. The principal register and the branch register(s) shall together be treated as the Register for the purposes of these Articles.”

(u) Article 40C

By adding the following as new Article 40C after the new Article 40B:

“The Board may, in its absolute discretion, at any time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.”

(v) Article 40D

By adding the following as new Article 40D after the new Article 40C:

“Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the Members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law.”

(w) Article 40E

By adding the following as new Article 40E after the new Article 40D:

“For so long as any shares are listed on the Designated Stock 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 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 Companies 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.”

(x) Article 40F

By adding the following as new Article 40F after the new Article 40E:

“Except when a Register is closed and, if applicable, subject to the additional provisions of Article 40I, the principal register and any branch register shall during business hours be kept open to the inspection of any Member without charge.”

(y) Article 40G

By adding the following as new Article 40G after the new Article 40F:

“The reference to business hours in Article 40F is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.”

(z) Article 40H

By adding the following as new Article 40H after the new Article 40G:

“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 Designated Stock 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.”

(aa) Article 40I

By adding the following as new Article 40I after the new Article 40H:

“Any Register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a Member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the Register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.”

(bb) Article 40J

By adding the following as new Article 40J after the new Article 40I:

“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.”

(cc) Article 47(A)(ii)

By adding the words “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,” after the words “Section 71A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong),” in the existing Article 47(A)(ii).

(dd) Article 51A

By adding the following as new Article 51A after the existing Article 51:

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

(ee) Article 63

By deleting the existing Article 63 in its entirety and substituting therefor the following:

“At any general meeting a resolution put to the vote of the meeting shall be decided by way of 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.”

(ff) Article 64

By deleting the existing Article 64 in its entirety 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 on a show of hands 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.”

(gg) Article 65

By deleting the existing Article 65 in its entirety and substituting therefor the following:

“A poll shall (subject as provided in Article 66) be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(hh) Article 66

By deleting the existing Article 66 in its entirety and substituting therefor the following:

“Any question of adjournment shall be taken at the meeting and without adjournment.”

(ii) Article 68

By deleting the existing Article 68 in its entirety and substituting therefor the following:

“On a poll, a person entitled to more than one vote need not if he votes use all his votes or cast all the votes he uses in the same way.”

(jj) Article 69

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 an equality of votes at a general meeting,” in the existing Article 69.

(kk) Article 70

By adding the words “on a show of hands (where permitted by the Listing Rules and these Articles) every Member present in person or by proxy shall have one vote, and” after the words “upon which any shares may be issued or may for the time being be held,” in the existing Article 70.

(ll) Article 72

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 “persons incapable of managing their own affairs may vote,” and by adding the words “on a poll” after the words “curator bonis or other person may vote” in the existing Article 72.

(mm) Article 76(A)

By deleting the existing Article 76(A) in its entirety and substituting therefor the following:

“If a recognized clearing house (or its nominee) is a Member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorize such person or persons as it thinks fit to act as its proxy(ies) or representative(s) at any general meeting of the Company or its any general meeting of any class of Members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee) which he represents as that recognised clearing house (or its nominee) could exercise if it were an individual Member of the Company holding the number and class of shares specified in such authorisation, 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, notwithstanding any contrary provision contained herein.”

(nn) Article 81

By deleting the existing Article 81 in its entirety and substituting therefor the following:

“Unless and until otherwise determined by ordinary resolution of the Company, the Directors shall be no fewer than three and not more than fifteen in number. So long as shares of the Company are listed on the Designated Stock 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 Designated Stock Exchange require.”

(oo) Article 84

By deleting the existing Article 84 in its entirety and substituting therefor the following:

“Without prejudice to the power of the Company by ordinary resolution in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with

these Articles. Any Director so appointed shall hold office only until the next following general meeting (in case of filling a casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board), and shall then be eligible for reappointment. The re-appointment 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.”

(pp) Article 98(H)(iv)

By deleting the existing Article 98(H)(iv) in its entirety and substituting therefor the words “Intentionally deleted”.

(qq) Article 98(I)

By deleting the existing Article 98(I) in its entirety and substituting therefor the words “Intentionally deleted”.

(rr) Article 98(J)

By deleting the existing Article 98(J) in its entirety and substituting therefor the words “Intentionally deleted”.

(ss) Article 104

By deleting the existing Article 104 in its entirety and substituting therefor the words “Intentionally deleted”.

(tt) Article 110

By deleting the word “1” after the words “at his last known address or” in the existing Article 110.

(uu) Article 117

By deleting the existing Article 117 in its entirety and substituting therefor the following:

“Unless otherwise required by the Listing Rules, a resolution in writing signed by all the Directors (or their duly appointed alternates) for the time being in Hong Kong (provided that number is sufficient to constitute a quorum) or by all the members of a committee for the time being shall be as

valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.”

(vv) Article 144

By deleting the existing Article 144 in its entirety and substituting therefor the following:

“The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any Member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the Members, make a report on the accounts of the Company in general meeting during their tenure of office.”

(ww) Article 144A

By adding the following as new Article 144A after the existing Article 144:

“The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. 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. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the Members in general meeting in which case the Members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

(xx) Article 144B

By adding the following as new Article 144B after the new Article 144A:

“Every statement of accounts audited by the Auditors and presented by the Board at an annual general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of account amended in respect of the error shall be conclusive.”

(yy) Article 145

By adding the words “to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means” after the words “or (3) as the case may be,” and by deleting the word “website” after the words “by placing it on the Company’s” and substituting therefor the word “Website” in the existing Article 145.

(zz) Article 147A

By adding the following as new Article 147A after the existing Article 147:

“The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.”

(aaa) Article 158

By adding the following as new Article 158 after the existing Article 157:

“The Company shall, subject to the provisions of the Companies 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.”

(bbb)Article 159

By adding the following as new Article 159 after the new Article 158:

“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 Companies Law), upon such terms as the Directors may determine.”

By order of the Board of
Kingboard Chemical Holdings Limited
Lo Ka Leong
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 Secretaries 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, 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 register in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, for registration 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 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 registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, for registration 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 Ms. Cheung Wai Lin, Stephanie, Mr. Chan Wing Kwan, Mr. Henry Tan and Mr. Lai Chung Wing, Robert will retire from directorship. Ms. Cheung will be eligible for re-election as an executive director, Mr. Chan will be eligible for re-election as a non-executive director, while Mr. Tan and Mr. Lai will be eligible for re-election as independent non-executive directors. Biographical details of the above directors of the Company 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 of the Company consists of Messrs. Cheung Kwok Wing, Cheung Kwong Kwan, Chang Wing Yiu, Ho Yin Sang, Cheung Wai Lin, Stephanie, Mok Cham Hung, Chadwick and Chen Maosheng, being the executive directors, Mr. Chan Wing Kwan, being the non-executive director and Messrs. Cheng Wai Chee, Christopher, Henry Tan, Lai Chung Wing, Robert and Tse Kam Hung, being the independent non-executive directors.