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KB
KINGBOARD
HOLDINGS LIMITED
建滔集團有限公司
*(Incorporated in the Cayman Islands
with limited liability)*
(Stock Code: 148)

KB
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)

JOINT ANNOUNCEMENT

IN RELATION TO KINGBOARD COPPER FOIL HOLDINGS LIMITED

This announcement is made by Kingboard Holdings Limited (“**Kingboard Holdings**”) and Kingboard Laminates Holdings Limited (“**Kingboard Laminates**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and is being released for information purpose.

Kingboard Copper Foil Holdings Limited (“**KBCF**”), a company incorporated in Bermuda with limited liability and the shares of which are listed on the Singapore Exchange Securities Trading Limited, is an indirect 87.90%-owned subsidiary of Kingboard Laminates. In turn, Kingboard Laminates is a 70.93%-owned subsidiary of Kingboard Holdings. Both Kingboard Holdings and Kingboard Laminates are companies listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The following is a reproduction of an announcement published on the website of www.sgx.com of Singapore Exchange Securities Trading Limited under KBCF on 4 April 2019.

"KINGBOARD COPPER FOIL HOLDINGS LIMITED
(Incorporated in Bermuda)
(Company Registration Number: 26998)

VOLUNTARY UNCONDITIONAL CASH OFFER

1. INTRODUCTION

The board of directors (the "**Board**") of Kingboard Copper Foil Holdings Limited (the "**Company**") wishes to inform its shareholders (the "**Shareholders**") that Excel First Investments Limited (the "**Offeror**"), has on 4 April 2019 released an announcement (the "**Offer Announcement**") that the Offeror intends to make a voluntary unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares of a par value of US\$0.10 each (the "**Shares**") in the capital of the Company, other than those which are owned, controlled or agreed to be acquired by the Offeror or by parties acting in concert or deemed to be acting in concert with the Offeror in relation to the Offer ("**Concert parties**" and such shares "**Offer Shares**"), with a view to delist the Company from the Main Board of Singapore Exchange Securities Trading Limited ("**SGX-ST**").

2. OFFER

2.1 General

The Offer will be made on the terms and conditions set out in the Offer Announcement and the offer document to be issued by the Offeror ("**Offer Document**"), and in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and the Singapore Code on Take-overs and Mergers.

2.2 Offer Price

The Offer will be made at **S\$0.60 in cash** for each Offer Share ("**Offer Price**").

2.3 Offer Shares

The Offer will be extended to all the Offer Shares. The Offer does not extend to the Shares owned, controlled or agreed to be acquired by the Offeror or its Concert Parties, including the Shares held directly and indirectly by the Offeror and its Concert Parties as at the date hereof ("**Announcement Date**").

2.4 Rights and Encumbrances

The Offer Shares will be acquired:

- (a) fully paid;
- (b) free from all claims, charges, liens, mortgages, encumbrances, hypothecations, retention of title, power of sale, equity, options, rights of pre-emption, rights of first refusal or other third party rights or interests of any nature whatsoever; and
- (c) together with all rights, benefits and entitlements attached thereto as at the Announcement Date and hereafter attaching thereto, including the right to receive and retain all dividends, rights, other distributions and return of capital ("**Distributions**") (if any) which may be announced, declared, paid or made by the Company, the Record Date for which falls on or after the Announcement Date. For the purpose of the Offer Announcement, "**Record Date**" means, in relation to any Distributions, the date on which Shareholders must be registered with the Company or with The Central Depository (Pte) Limited ("**CDP**"), as the case may be, in

order to participate in such Distributions.

If any Distribution is announced, declared, paid or made by the Company on or after the Announcement Date, and the Offeror is not entitled to receive such Distribution in full in respect of any Offer Share tendered in acceptance of the Offer, the Offer Price payable in respect of such Offer Share will be reduced by the amount of such Distribution.

2.5 Offer Unconditional

The Offer will not be subject to any conditions and will be unconditional in all respects.

2.6 Offer Document

Further information on the Offer will be set out in the Offer Document to be issued by the Offeror.

3. LISTING STATUS AND COMPULSORY ACQUISITION

3.1 Delisting

The Offeror does not intend to preserve the listing status of the Company. Under Rule 1105 of the Listing Manual of the SGX-ST ("**Listing Manual**"), upon announcement by the Offeror that acceptances have been received that bring the holdings of the Shares owned by the Offeror and its Concert Parties to above 90% of the total number of Shares in issue excluding treasury shares, the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time the SGX-ST is satisfied that at least 10% of the total number of Shares in issue excluding treasury shares are held by at least 500 Shareholders who are members of the public. Under Rule 1303(1) of the Listing Manual, if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares in issue excluding treasury Shares, thus causing the percentage of the total number of Shares in issue excluding treasury shares held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

Separately, Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of Shares in issue excluding treasury shares is at all times held by the public ("**Free Float Requirement**"). Rule 724 of the Listing Manual states that, if the Free Float Requirement is not met, the Company must, as soon as practicable, announce that fact, and the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

In the event that the Company does not meet the Free Float Requirement and the trading of the Shares on the SGX-ST is suspended, the Offeror does not intend to support any action or take any steps to maintain the listing status of the Company or to restore the Free Float Requirement, consistent with its intention to delist the Company from the SGX-ST.

3.2 Compulsory Acquisition

The Company is incorporated in Bermuda. Under Section 102 of the Bermuda Companies Act, where an offeror has, within four (4) months after the making of an offer under a scheme or contract involving the transfer of shares:

- (a) obtained acceptances from shareholders holding not less than nine-tenths in value of the shares in a Bermuda-incorporated company ("**Target**") whose transfer is involved (other than shares already held, at the date of the offer, by the offeror, the offeror's subsidiaries, and nominees of the offeror or its subsidiaries); and
- (b) where, at the date of the offer, shares in the Target whose transfer is involved, are already held by the offeror, the offeror's subsidiaries, and nominees of the offeror or its subsidiaries to a value greater than 10% of the total issued shares of the Target, such

accepting shareholders also represent not less than 75% in number of the holders of such shares (other than shares already held as at the date of the offer, by the offeror, the offeror's subsidiaries, and nominees of the offeror or its subsidiaries), and further provided that the offeror must have made the offer on the same terms to all holders of the shares whose transfer is involved (other than those already held as aforesaid),

("Approval Threshold"), the offeror may at any time within two (2) months beginning from the date on which the Approval Threshold is achieved, give notice under Section 102(1) of the Bermuda Companies Act to any dissenting shareholder that the offeror wishes to acquire his shares ("**Acquisition Notice**"). When such Acquisition Notice is given, upon the expiry of one (1) month from the date on which the notice was given, the offeror shall be entitled and bound to acquire those shares on the same terms as the offer (unless an application is made by the dissenting shareholder(s) to the Supreme Court of Bermuda ("**Court**") within one (1) month from the date on which the notice was given and the Court thinks fit to order otherwise).

Section 102(2) of the Bermuda Companies Act provides that where, pursuant to such a scheme or contract, shares in the Target are transferred to an offeror or its nominee, and those shares together with any other shares in the Target held by, or by a nominee for, the offeror or its subsidiary at the date of the transfer comprise nine-tenths in value of the shares in the Target, the offeror must within one (1) month from the date of the transfer give notice of that fact to the dissenting shareholder(s) of the Target, and any such shareholder may within three (3) months from the giving of the said notice to him, give notice (an "**Offeree Notice**") requiring the offeror to acquire his shares in the Target. Where a dissenting shareholder gives an Offeree Notice with respect to any shares in the Target, the offeror shall be entitled and bound to acquire those shares on the same terms of the original offer (or on such other terms as may be agreed or as the Court, on the application of either the offeror or the dissenting shareholder, thinks fit to order).

Under Section 103 of the Bermuda Companies Act, the holders of not less than 95% of the shares in a Bermuda-incorporated company ("Purchasers") may give notice ("Section 103 Acquisition Notice") to the remaining shareholders of the intention to acquire their shares on the terms set out in the Section 103 Acquisition Notice. When such Section 103 Acquisition Notice is given, the Purchasers shall be entitled and bound to acquire the shares of the remaining shareholders on the terms set out in the Section 103 Acquisition Notice unless a remaining shareholder applies to the Court to have the Court appraise the value of such shares.

The Offeror intends to make the Company its wholly-owned subsidiary. **Accordingly, if entitled, the Offeror intends to exercise its right of compulsory acquisition under Section 102 and Section 103 of the Bermuda Companies Act.**

Shareholders who are in doubt of their position under the Bermuda Companies Act are advised to seek their own independent legal advice.

4. INDICATIVE TIMELINE

4.1 Despatch of Offer Document

The Offer Document, setting out the terms and conditions of the Offer and enclosing the relevant forms of acceptance and approval of the Offer, will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Announcement Date.

4.2 Offer

The Offer will remain open for acceptances by Shareholders for a period of at least 28 days after the date on which the Offer Document is posted.

A copy of the Offer Announcement is attached herewith to this announcement (the "**Announcement**") and is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to refer to the full text of the Offer Announcement.

5. INDEPENDENT FINANCIAL ADVISER AND OFFEREE CIRCULAR

The Board will, in due course, appoint an independent financial adviser ("**IFA**") in connection with the Offer. A circular containing, *inter alia*, the advice of the IFA and the recommendation of the directors of the Company who are considered independent for the purposes of the Offer will be sent to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by or on behalf of the Offeror.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests. The Company will release further announcements at the appropriate junctures.

6. RESPONSIBILITY STATEMENT

The directors of the Company (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement (other than those relating to the Offeror) are fair and accurate, and that there are no material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement), the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Company jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD
KINGBOARD COPPER FOIL HOLDINGS LIMITED

LAM KA PO
Chairman"

BY ORDER OF THE BOARD
Kingboard Holdings Limited
Lo Ka Leong
Company Secretary

BY ORDER OF THE BOARD
Kingboard Laminates Holdings Limited
Lam Ting Hin
Company Secretary

Hong Kong, 4 April 2019

As at the date of this announcement, the board of directors of Kingboard Holdings consists of Messrs. Cheung Kwok Wing, Chang Wing Yiu, Cheung Kwong Kwan, Ho Yin Sang, Cheung Wai Lin, Stephanie, Cheung Ka Shing and Chen Maosheng, being the executive directors, Messrs. Cheung Ming Man, Chong Kin Ki, Leung Tai Chiu, Chan Wing Kee, being the independent non-executive directors.

As at the date of this announcement, the board of directors of Kingboard Laminates consists of Messrs. Cheung Kwok Wa, Cheung Kwok Keung, Cheung Kwok Ping, Lam Ka Po, Cheung Ka Ho, Liu Min and Zhou Pei Feng, being the executive directors, Mr. Lo Ka Leong, being the non-executive director, and Messrs. Leung Tai Chiu, Ip Shu Kwan, Stephen, Zhang Lu Fu and Lau Ping Cheung, Kaizer, being the independent non-executive directors.