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If you have sold or transferred all your shares in Kingboard Laminates Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

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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)

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SECURITIES,
AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Kingboard Laminates Holdings Limited to 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. is set out on pages 18 to 31 of this circular. Whether or not you intend to be present at the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to 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.
“Articles”	the articles of association of the Company
“associate(s)”	the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Cheung Family Relationship”	Mr. Cheung Kwok Wa, Mr. Cheung Kwok Keung and Mr. Cheung Kwok Ping, who are all executive Directors, together with Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie, who are both executive directors of Kingboard (together, the “Cheung Family”), are siblings. Mr. Cheung Kwong Kwan, an executive director of Kingboard, is a cousin of the Cheung Family. Mr. Chang Wing Yiu and Mr. Ho Yin Sang, who are both executive directors of Kingboard, are brothers-in-law of the Cheung Family. Mr. Cheung Kwok Wa, Mr. Cheung Kwok Keung, Mr. Cheung Kwok Ping, Ms. Cheung Wai Lin, Stephanie, Mr. Cheung Kwong Kwan, Mr. Chang Wing Yiu and Mr. Ho Yin Sang are uncles or aunt (as the case may be) of Mr. Cheung Ka Ho, an executive Director. Mr. Cheung Kwok Wing is the father of Mr. Cheung Ka Ho
“Company”	Kingboard Laminates Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board
“Concert Parties”	parties acting in concert with Kingboard for the purpose of the Takeovers Code
“Controlling Shareholder(s)”	the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EEIC”	Elec & Eltek International Company Limited, a company incorporated in the Republic of Singapore with limited liability and a 69.40% owned subsidiary of Kingboard as at the Latest Practicable Date, the shares of which are listed on the Main Board and the SGX
“Group”	the Company and its subsidiaries
“Hallgain”	Hallgain Management Limited, a Controlling Shareholder of Kingboard, which was interested in approximately 32.26% of the entire issued share capital of Kingboard as at the Latest Practicable Date
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the securities of the Company with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of the relevant resolution approving this issue mandate
“Kingboard”	Kingboard Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board, the ultimate holding company of the Company
“Kingboard Group”	Kingboard and, as the context may require, its subsidiaries including the Group
“Kingboard Share(s)”	share(s) of HK\$0.10 each in the share capital of Kingboard
“Latest Practicable Date”	16 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“M&A”	the memorandum of association and articles of association of the Company currently in force

DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the securities of the Company on the Stock Exchange, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution approving this repurchase mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“SGX”	Singapore Exchange Securities Trading Limited
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. Cheung Kwok Wa (*Chairman*)
Mr. Cheung Kwok Keung (*Managing Director*)
Mr. Cheung Kwok Ping
Mr. Lam Ka Po
Mr. Cheung Ka Ho
Ms. Chan Sau Chi
Mr. Liu Min
Mr. Zhou Pei Feng

Non-executive Director:

Mr. Lo Ka Leong

Independent Non-executive Directors:

Mr. Chan Yue Kwong, Michael
Mr. Leung Tai Chiu
Mr. Mok Yiu Keung, Peter
Mr. Ip Shu Kwan, Stephen

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Head office and principal place
of business:*

2/F., Harbour View 1
No. 12 Science Park East Avenue
Phase 2 Hong Kong Science Park
Shatin, New Territories
Hong Kong

24 April 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SECURITIES,
AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals relating to (i) the re-election of Directors who are due to retire at the AGM; (ii) the granting of the Issue Mandate; (iii) the granting of the Repurchase Mandate; (iv) the granting of a general and unconditional mandate to the effect that the total number of securities which may be allotted and issued under the Issue Mandate be increased by the additional number of securities actually repurchased by the Company under the Repurchase Mandate; and (v) the amendments to the M&A.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

It is proposed that Mr. Cheung Ka Ho, Ms. Chan Sau Chi, Mr. Liu Min and Mr. Zhou Pei Feng, being executive Directors, and Mr. Chan Yue Kwong, Michael and Mr. Ip Shu Kwan, Stephen, being independent non-executive Directors, will retire from directorship and will be eligible for re-election at the AGM. The above Directors will offer themselves for re-election at the AGM.

Biographical details of the above Directors are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE SECURITIES AND TO REPURCHASE SECURITIES

At the annual general meeting of the Company held on 3 May 2011, ordinary resolutions were passed granting a general mandate authorising the Directors to allot, issue and deal with securities of the Company not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at that date ("**Existing Issue Mandate**") and a general mandate authorising the Directors to repurchase securities of the Company not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at that date ("**Existing Repurchase Mandate**").

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM.

The Issue Mandate and the Repurchase Mandate, being the new general mandates to allot, issue or otherwise deal with securities of the Company up to 20% and to repurchase securities of the Company up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolutions as set out in Resolutions 5A and 5B respectively, will be proposed at the AGM. A resolution authorising the extension of the Issue Mandate to include the aggregate nominal amount of such securities (if any) repurchased under the Repurchase Mandate will be proposed as Resolution 5C at the AGM.

The Issue Mandate and the Repurchase Mandate, if granted, will remain in effect until the earliest 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 the Articles or any applicable laws of the Cayman Islands or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

With reference to the proposed Issue Mandate and Repurchase Mandate, the Directors wish to state that they had no immediate plans to issue or repurchase any securities of the Company pursuant to the relevant mandates as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Company had in issue an aggregate of 3,000,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the ordinary resolution with regard to the granting of the Issue Mandate, the Company will be allowed to issue new Shares up to the aggregate nominal amount of a maximum of 600,000,000 Shares, representing 20% of the issued share capital of the Company on the basis that no further Shares will be issued or repurchased before and up to the date of the AGM.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against Resolutions 5A, 5B and 5C to be proposed at the AGM in relation to the proposed Repurchase Mandate is set out in Appendix II to this circular.

AMENDMENTS TO THE M&A

The Stock Exchange has amended the Listing Rules relating to, among other things, corporate governance matters. Some of these amendments to the Listing Rules have come into effect on 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of passing a special resolution to be proposed at the AGM for the proposed amendments to the M&A in light of certain amended provisions of the Listing Rules.

The major proposed amendments to the M&A include the following:

- (a) all references in the M&A of the “Companies Law (2004 Revision)” of the Cayman Islands will be amended as references to “Companies Law (2011 Revision)” of the Cayman Islands;
- (b) the registered office of the Company in the memorandum of association will be amended so that the address will be replaced with the updated registered office address of the Company;
- (c) no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;
- (d) the chairman at a general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands; and
- (e) 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 Shareholders in general meeting and the Board shall provide reasons to the Shareholders prior to the general meeting as to why it believes such independent non-executive Director is still independent and should be re-elected.

Details of the proposed amendments to the M&A are set out in the notice of the AGM.

LETTER FROM THE BOARD

Shareholders are advised that the M&A are available only in English and the Chinese translation of the amendments to the M&A provided in the notice of the AGM is for reference only. In case of any inconsistency between the English version and the Chinese translation, the English version shall prevail.

AGM

The notice convening the AGM is set out on pages 18 to 31 of this circular. Resolutions in respect of, among other things, (i) the re-election of Directors who are due to retire at the AGM; (ii) the granting of the Issue Mandate; (iii) the granting of the Repurchase Mandate; (iv) the granting of a general and unconditional mandate to the effect that the total number of securities which may be allotted and issued under the Issue Mandate be increased by the additional number of securities actually repurchased by the Company under the Repurchase Mandate; and (v) the amendments to the M&A, will be proposed at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

RECOMMENDATION

The Directors consider that the proposed (i) re-election of Directors who are due to retire and be eligible for re-election at the AGM; (ii) grant of the Issue Mandate; (iii) grant of the Repurchase Mandate; (iv) grant of a general and unconditional mandate to the effect that the total number of securities which may be allotted and issued under the Issue Mandate be increased by the additional number of securities actually repurchased by the Company under the Repurchase Mandate; and (v) amendments to the M&A, are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions relating to these matters to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Kingboard Laminates Holdings Limited
Cheung Kwok Wa
Chairman

This appendix contains the biographical details of the Directors eligible for re-election at the AGM to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the re-election of Directors.

EXECUTIVE DIRECTORS

Mr. CHEUNG Ka Ho, aged 28, was appointed as an executive Director in July 2006. Mr. Cheung joined the Kingboard Group in 2004 and is involved in the laminate marketing operations for the southern region of China.

As at the Latest Practicable Date, Mr. Cheung was interested or deemed to be interested in the following shares and/or equity derivatives (including share options) of the Company and/or associated corporations of the Company within the meaning of Part XV of the SFO: (i) 89,000 Shares (equivalent to approximately 0.003% of the entire issued share capital of the Company); (ii) 290,000 Kingboard Shares (equivalent to approximately 0.034% of the entire issued share capital of Kingboard); (iii) 10,000,000 share options of the Company; and (iv) 5,000 warrants granted by Kingboard entitling him to subscribe 5,000 Kingboard Shares at an exercise price of HK\$40.00 per share during the period from 5 May 2010 and up to 31 October 2012 (both days inclusive).

Save for the Cheung Family Relationship, and other than the relationship arising from him being an executive Director, as at the Latest Practicable Date, Mr. Cheung did not have any relationship with any other Directors, senior management or Substantial Shareholders or Controlling Shareholders of the Company and did not hold any other positions with the Company or other members of the Group.

Mr. Cheung entered into a service agreement with the Company with a term commencing from 5 November 2006 for an initial term of three years and shall continue thereafter unless terminated by either party serving at least one month's written notice and shall subject to the terms and conditions of the service agreement. Mr. Cheung's appointment as an executive Director shall also be subject to retirement by rotation at the annual general meeting and he shall be eligible for re-election in accordance with the Articles.

Mr. Cheung is entitled to a fixed monthly salary of HK\$100,000, one extra payment each year equivalent to one month of his then salary and a discretionary bonus subject to approval by the Board and the remuneration committee of the Company. Mr. Cheung's remuneration will be reviewed by the Board and the remuneration committee of the Company at each financial year end of the Company.

Mr. Cheung has not held any directorship in any other publicly listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to Mr. Cheung's appointment that needs to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. CHAN Sau Chi, aged 38, was appointed an executive Director in May 2006. Ms. Chan holds a Bachelor's Degree in Statistics from Carleton University, Canada. Prior to joining the Kingboard Group in 1999, she was an executive in a financial public relations firm.

As at the Latest Practicable Date, Ms. Chan was interested or deemed to be interested in the following shares and/or equity derivatives (including share options) of the Company and/or associated corporations of the Company within the meaning of Part XV of the SFO: (i) 60,000 Shares (equivalent to approximately 0.002% of the entire issued share capital of the Company); (ii) 2,940,000 Kingboard Shares (equivalent to approximately 0.344% of the entire issued share capital of Kingboard); (iii) 1,120,200 shares of EEIC (equivalent to approximately 0.6% of the entire issued share capital of EEIC); (iv) 10,000,000 share options of the Company; (v) 2,600,000 share options of Kingboard; and (vi) 182,000 warrants granted by Kingboard entitling her to subscribe for 182,000 Kingboard Shares at an exercise price of HK\$40.00 per share during the period from 5 May 2010 and up to 31 October 2012 (both days inclusive).

Ms. Chan is the wife of Mr. Mok Cham Hung, Chadwick, an executive director of Kingboard and EEIC, the daughter of Mr. Chan Wing Kwan, a non-executive director of Kingboard and EEIC and a sister of Mr. Chan Wai Leung, an executive director of EEIC. Save as disclosed above and other than the relationship arising from her being an executive Director, as at the Latest Practicable Date, Ms. Chan did not have any relationship with any other Directors, senior management or Substantial Shareholders or Controlling Shareholders of the Company and did not hold any other positions with the Company or other members of the Group.

Ms. Chan entered into a service agreement with the Company with a term commencing from 5 November 2006 for an initial term of three years and shall continue thereafter unless terminated by either party serving at least one month's written notice and shall subject to the terms and conditions of the service agreement. Ms. Chan's appointment as an executive Director shall also be subject to retirement by rotation at the annual general meeting and she shall be eligible for re-election in accordance with the Articles.

Ms. Chan's remuneration will be reviewed by the Board and the remuneration committee of the Company at each financial year end of the Company.

Ms. Chan has not held any directorship in any other publicly listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to Ms. Chan's appointment that needs to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. LIU Min, aged 43, was appointed as an executive Director in November 2006. He joined the Kingboard Group in 1998. Mr. Liu graduated from Harbin University with a Bachelor's Degree in Chemical Engineering. He had over 7 years' experience in the copper foil industry prior to joining the Kingboard Group.

As at the Latest Practicable Date, Mr. Liu was interested or deemed to be interested in the following shares and/or equity derivatives (including share options) of the Company and/or associated corporations of the Company within the meaning of part XV of the SFO: (i) 11,500 Kingboard Shares (equivalent to approximately 0.001% of the entire issued share capital of Kingboard); and (ii) 9,000 warrants granted by Kingboard entitling him to subscribe for 9,000 Kingboard Shares at an exercise price of HK\$40.00 per share during the period from 5 May 2010 and up to 31 October 2012 (both days inclusive).

Other than the relationship arising from him being an executive Director, as at the Latest Practicable Date, Mr. Liu did not have any relationship with any other Directors, senior management or Substantial Shareholders or Controlling Shareholders of the Company and did not hold any other positions with the Company or other members of the Group.

Mr. Liu entered into a service agreement with the Company with a term commencing from 5 November 2006 for an initial term of three years and shall continue thereafter unless terminated by either party serving at least one month's written notice and shall subject to the terms and conditions of the service agreement. Mr. Liu's appointment as an executive Director shall also be subject to retirement by rotation at the annual general meeting and he shall be eligible for re-election in accordance with the Articles.

Mr. Liu is entitled to a fixed monthly salary of HK\$73,135, one extra payment each year equivalent to one month of his then salary and a discretionary bonus subject to approval by the Board and the remuneration committee of the Company. Mr. Liu's remuneration will be reviewed by the Board and the remuneration committee of the Company at each financial year end of the Company.

Mr. Liu has not held any directorship in any other publicly listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to Mr. Liu's appointment that needs to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. ZHOU Pei Feng, aged 43, was appointed as an executive Director in November 2006. He joined the Kingboard Group in 1999 and is the general manager of four glass epoxy laminate facilities in Shenzhen, Fogang, Jiangmen and Jiangyin, the PRC. Mr. Zhou holds a Bachelor's Degree in Mechanical Engineering from the Chongqing University and a Master's Degree in Material Processing Engineering from Jilin Industrial University (now known as Jilin University).

Mr. Zhou entered into a service agreement with the Company with a term commencing from 5 November 2006 for an initial term of three years and shall continue thereafter unless terminated by either party serving at least one month's written notice and shall subject to the terms and conditions of the service agreement. Mr. Zhou's appointment as an executive Director shall also be subject to retirement by rotation at the annual general meeting and he shall be eligible for re-election in accordance with the Articles.

As at the Latest Practicable Date, Mr. Zhou had no interest in the securities of the Company and/or associated corporations of the Company within the meaning of Part XV of the SFO and, other than the relationship arising from him being an executive Director, did not have any relationship with any Directors, senior management, Substantial Shareholder or Controlling Shareholders of the Company and did not hold any other position with the Company or other members of the Group.

Mr. Zhou is entitled to a fixed monthly salary of HK\$70,898, one extra payment each year equivalent to one month of his then salary and a discretionary bonus subject to approval by the Board and the remuneration committee of the Company. Mr. Zhou's remuneration will be reviewed by the Board and the remuneration committee of the Company at each financial year end of the Company.

Mr. Zhou has not held any directorship in any other publicly listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to Mr. Zhou's appointment that needs to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Yue Kwong, Michael, aged 60, joined as an independent non-executive Director in November 2006. Mr. Chan is also the chairman of the nomination committee of the Company, and a member of the audit committee and remuneration committee of the Company. Mr. Chan is the chairman of Cafe de Coral Holdings Limited, a company listed on the Main Board. Mr. Chan is a non-executive director of Tao Heung Holdings Limited since 2007, as well as an independent non-executive director of Starlite Holdings Limited since 1993, Pacific Textiles Holdings Limited since 2007, and Tse Sui Luen Jewellery (International) Limited since 2010, all of which are listed on the Main Board. Mr. Chan formerly was a professional city planner with government bodies in Hong Kong and Canada. He obtained a Bachelor's degree in Arts and a Master's degree in City Planning from the University of Manitoba, Canada, an Honorary Doctorate Degree in Business Administration, a court member of the Hong Kong University of Science and Technology, and is bestowed as Honorary Fellow from Lingnam University. He is also a member of the Political Consultative Committee of Nanshan District, Shenzhen in the People's Republic of China.

Mr. Chan acts as the Honorary Chairman of the Hong Kong Institute of Marketing and serves on the executive committee of the Hong Kong Retail Management Association, the general committee of the Employers' Federation of Hong Kong, the Adviser of the Quality Tourism Service Association, and the Chairman of the Business Enterprise Management Centre of the Hong Kong Management Association. Mr. Chan is also a board member of the Hong Kong Tourism Board and a member of the Business Facilitation Advisory Committee appointed by the Hong Kong Special Administrative Region.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan had not held any directorship in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Chan had no interest in the securities of the Company and/or associated corporations of the Company within the meaning of Part XV of the SFO and, other than the relationship arising from him being an independent non-executive Director, did not have any relationship with any Directors, senior management, Substantial Shareholder or Controlling Shareholders of the Company and did not hold any other positions with the Company and other members of the Group.

The Company entered into an appointment letter with Mr. Chan commencing from 5 November 2006 for an initial term of two years and shall continue thereafter unless otherwise agreed between the parties and subject to the terms and conditions of the appointment letter. Mr. Chan's appointment as an independent non-executive Director shall also be subject to retirement by rotation at the annual general meeting and he shall be eligible for re-election in accordance with the Articles. Mr. Chan is entitled to an annual director's fee of HK\$192,000. Mr. Chan's director's fee will be reviewed by the Board and the remuneration committee of the Company at each financial year end of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to Mr. Chan's appointment that needs to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ip Shu Kwan, Stephen, GBS, JP, aged 60, was appointed as an independent non-executive Director in May 2011. Mr. Ip is also the Chairman of the remuneration committee of the Company, and a member of the audit committee and nomination committee of the Company. Mr. Ip was graduated from the University of Hong Kong with a degree in Social Sciences in 1973. Mr. Ip joined the Hong Kong Government in November 1973 and was promoted to the rank of Director of Bureau in April 1997. He worked in the Hong Kong Special Administrative Region Government as a Principal Official from July 1997 to June 2007. Senior positions held by Mr. Ip in the past include Commissioner of Insurance, Commissioner for Labour, Secretary for Economic Services and Secretary for Financial Services.

Mr. Ip took up the position of Secretary for Economic Development and Labour on 1 July 2002. His portfolio in respect of economic development covered air and sea, transport, logistics development, tourism, energy, postal services, meteorological services, competition and consumer protection. He was also responsible for labour policies including matters relating to employment services, labour relations and employees' rights. Mr. Ip retired from the Hong Kong Special Administrative Region Government in July 2007.

Mr. Ip received the Gold Bauhinia Star award from the Hong Kong Special Administrative Region Government in 2001, and is an unofficial Justice of the Peace. Mr. Ip is an independent non-executive director of Yangtze China Investment Limited, a company listed in the United Kingdom since February 2008. Mr. Ip served as an independent non-executive director on the board of PICC Property and Casualty Company Limited, a company listed on the Main Board, from 17 January 2011 to 1 November 2011. Mr. Ip is also an independent non-executive director of China Resources Cement Holdings Limited, Synergis Holdings Limited, Lai Sun Development Company Limited, Viva China Holdings Limited, Goldpoly New Energy Holdings Limited, Luk Fook Holdings (International) Limited and Milan Station Holdings Limited, all of which are listed on the Main Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ip had not held any directorship in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Ip had no interest in the securities of the Company and/or associated corporations of the Company within the meaning of Part XV of the SFO and, other than the relationship arising from him being an independent non-executive Director, did not have any relationship with any Directors, senior management, Substantial Shareholder or Controlling Shareholders of the Company and did not hold any other positions with the Company and other members of the Group.

The Company entered into an appointment letter with Mr. Ip regarding his appointment which shall continue subject to the terms and conditions thereof and as may be agreed between the parties from time to time. Mr. Ip's appointment as an independent non-executive Director shall also be subject to retirement by rotation at the annual general meeting and he shall be eligible for re-election in accordance with the Articles. Mr. Ip is entitled to an annual director's fee of HK\$480,000. Mr. Ip's remuneration was determined with reference to, among other things, his duties and responsibilities in the Company. Mr. Ip's director's fee will be reviewed by the Board and the remuneration committee of the Company at each financial year end of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to Mr. Ip's appointment that needs to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,000,000,000 Shares.

Subject to the passing of the Shareholders' resolution at the AGM granting the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 300,000,000 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and, or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases made pursuant to the proposed Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles and the laws of the Cayman Islands.

The Directors had no intention to repurchase any Shares as at the Latest Practicable Date, and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2011, being the date to which the latest published audited accounts of the Company were made up, the Directors consider that if the Repurchase Mandate were to be exercised in full at the currently prevailing market value, it could have a material adverse impact on the working capital position and gearing position of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE REPURCHASE

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months' period preceding the Latest Practicable Date.

SHARE PRICE

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months:

Month	Highest traded price (HK\$)	Lowest traded price (HK\$)
2011		
May	6.93	6.17
June	6.83	6.10
July	6.28	4.60
August	5.19	3.53
September	5.00	3.08
October	4.50	2.99
November	4.48	2.35
December	3.79	3.20
2012		
January	4.30	3.54
February	4.83	3.92
March	4.68	3.61
April (up to the Latest Practicable Date)	4.00	3.65

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the Listing Rules) currently intend to sell Shares to the Company or its subsidiaries. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

No connected person of the Company, as defined in the Listing Rules, has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make purchases of the Shares.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Kingboard, the Controlling Shareholder of the Company, together with its Concert Parties were interested in approximately 66.48% of the entire issued share capital of the Company. In the event that the Directors should exercise in full the proposed Repurchase Mandate to repurchase Shares, the aggregate shareholding of the aforesaid Shareholders will be increased to approximately 73.87% of the issued share capital of the Company. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.



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;

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- (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;

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- (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

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(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)”.

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(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.

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(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.

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(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

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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."

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(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

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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.”

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(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”.

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(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.”

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(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.

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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.