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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)

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

# ANNOUNCEMENT RELATED TO THE UNAUDITED CONSOLIDATED QUARTERLY RESULTS OF A SUBSIDIARY

KBCF announced its unaudited consolidated results for the three months ended March 31, 2012 on the Singapore Exchange Securities Trading Limited on May 9, 2012.

Pursuant to Rule 705 and Rule 920 (1)(a)(ii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, Kingboard Copper Foil Holdings Limited ("KBCF" or "the Company"), a public company listed on the Singapore Exchange Securities Trading Limited announced its unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months ended March 31, 2012 on the website of www.sgx.com of Singapore Exchange Securities Trading Limited on May 9, 2012. The results are prepared in accordance with Singapore Financial Reporting Standards and Interpretations of Financial Reporting Standards.

KBCF is an indirect 64.57%-owned subsidiary of Kingboard Laminates Holdings Limited ("Kingboard Laminates"). In turn, Kingboard Laminates is a 66.80%-owned subsidiary of Kingboard Chemical Holdings Limited ("Kingboard Chemical"). Both Kingboard Chemical and Kingboard Laminates are companies listed on the main board of The Stock Exchange of Hong Kong Limited ("Stock Exchange").

This announcement is made pursuant to Rule 13.09 (2) of the Rules Governing the Listing of Securities on the Stock Exchange and is being released for information purpose only. The following is a reproduction of the results announcement of KBCF.

<sup>\*</sup> For identification purpose only

## "KINGBOARD COPPER FOIL HOLDINGS LIMITED FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED MARCH 31, 2012

# PART I INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3) HALF-YEAR AND FULL YEAR RESULTS

1(a) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

Grou	P	
3 months		
March 31,	March 31,	%
2012	2011	Change
HK\$'000	HK\$'000	
116,639	954,538	-87.78%
(105,350)	(874,709)	-87.96%
11,289	79,829	-85.86%
1,761	2,958	-40.47%
(2,679)	(11,698)	-77.10%
(3,580)	(15,733)	-77.25%
(228)	(2,163)	-89.46%
(2,973)	_	NM
	(1,504)	-100.00%
3,590	51,689	-93.05%
(3,202)	(10,292)	-68.89%
388	41,397	-99.06%
(1,354)	40,340	NM
1,742	1,057	64.81%
	3 months March 31, 2012 HK\$'000  116,639 (105,350)  11,289 1,761 (2,679) (3,580) (228) (2,973)  -  3,590 (3,202)  388	3 months ended March 31, 2012 2011  HK\$'000 HK\$'000  116,639 954,538 (105,350) (874,709)  11,289 79,829 1,761 2,958 (2,679) (11,698) (3,580) (15,733) (228) (2,163) (2,973) -  - (1,504)  3,590 51,689 (3,202) (10,292)  388 41,397

NM: Not meaningful

Profit for the period has been arrived at after (crediting) charging:

	Group			
	3 months			
	March 31,	March 31,	%	
	2012	2011	Change	
	HK\$'000	HK\$'000		
Other operating income				
including interest income	(1,761)	(2,958)	-40.47%	
Realised gain on derivative				
financial instruments	_	(1,984)	-100.00%	
Interest on bank borrowings	_	1,504	-100.00%	
Depreciation of property,				
plant and equipment	43,301	45,521	-4.88%	
Amortisation of prepaid				
land use rights	260	236	10.17%	

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	Group		Com	pany	
	As at	As at	As at	As at	
	March 31,	December 31,	March 31,	December 31,	
	2012	2011	2012	2011	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
ASSETS					
Current assets:					
Cash and bank balances	823,159	553,415	_	_	
Trade and other receivables and					
prepayments	81,963	132,357	585	585	
Bills receivable	43,833	248,347	_	_	
Prepaid land use rights	1,053	1,107	_	_	
Inventories	29,397	33,573			
Total current assets	979,405	968,799	585	585	

	Gr	oup	Company	
	As at March 31, 2012 <i>HK</i> \$'000	As at December 31, 2011 <i>HK</i> \$'000	As at March 31, 2012 HK\$'000	As at December 31, 2011 HK\$'000
Non-current assets:				
Investment in subsidiaries	_	_	393,775	393,775
Investment in an associate	79,341	82,314	31,000	31,000
Due from a subsidiary	_	_	858,450	859,595
Investment property	6,271	6,270	_	_
Property, plant and equipment	1,044,203	1,086,326	_	_
Prepaid land use rights	43,664	43,870	_	_
Non-current deposits	_	5,245	_	_
Non-current other receivables	712,707	712,707	_	_
Goodwill	238	238		
Total non-current assets	1,886,424	1,936,970	1,283,225	1,284,370
Total assets	2,865,829	2,905,769	1,283,810	1,284,955
LIABILITIES AND EQUITY Current liabilities:			2.721	2.721
Due to a subsidiary	- 6 110	2 006	2,721	2,721
Bills payable Trade and other payables	6,118 45,580	3,886 89,893	_	363
Income tax payable	3,246	1,773	38	38
income tax payable	3,240			
Total current liabilities	54,944	95,552	2,759	3,122
Capital and reserves and non-controlling interests:				
Share capital	560,200	560,200	560,200	560,200
Reserves	2,213,224	2,214,307	720,851	721,633
Equity attributable to owners of				
the Company	2,773,424	2,774,507	1,281,051	1,281,833
Non-controlling interests	37,461	35,710		
Total equity	2,810,885	2,810,217	1,281,051	1,281,833
Total liabilities and equity	2,865,829	2,905,769	1,283,810	1,284,955

## 1b(ii) Aggregate amount of group's borrowing and debt securities.

Amount repayable in one year or less, or on demand

As at March 31, 2012		As at Decei	nber 31, 2011
Secured	Unsecured	Secured	Unsecured
HK\$'000	HK\$'000	HK\$'000	HK\$'000

Amount repayable after one year

<b>As at March 31, 2012</b>		As at December 31, 2011		
Unsecured	Secured	Unsecured		
HK\$'000	HK\$'000	HK\$'000		
	Unsecured	Unsecured Secured		

Details of any collateral

Not applicable.

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	3 Months ended		
	March 31, 2012	March 31, 2011	
	HK\$'000	HK\$'000	
Operating activities:			
Profit before tax	3,590	51,689	
Adjustments for:			
Depreciation of property, plant and			
equipment	43,301	45,521	
Amortisation of prepaid land use rights	260	236	
Interest expenses	_	1,504	
Interest income	(460)	(397)	
Loss on disposal of property, plant and			
equipment	228	497	
Share of loss of an associate	2,973	_	
Realised gain on derivative financial			
instruments		(1,984)	

	3 Months March 31, 2012 HK\$'000	march 31, 2011 HK\$'000
Operating cash flow before movements in		
working capital	49,892	97,066
Trade and other receivables and prepayments	55,652	(348,501)
Bills receivable	204,514	(74,378)
Inventories	4,268	(17,919)
Payment for settlement of derivative		
financial instruments	_	(31,509)
Trade and other payables	(44,308)	52,348
Bills payable	2,232	(5,379)
Cash generated from (used in) operations	272,250	(328,272)
Income tax paid	(1,729)	(9,216)
Interest paid	_	(1,504)
Interest received	460	397
Net cash generated from (used in)	270.001	(220 505)
operating activities	270,981	(338,595)
Investing activities:		
Purchase of property, plant and equipment	(1,276)	(1,328)
	(1.276)	(1.220)
Net cash used in investing activities	(1,276)	(1,328)
Financing activities:		
Repayment of bank borrowings	_	(133,104)
New bank borrowings raised	_	498,855
_		
Net cash generated from financing activities		365,751
Net increase in cash and bank balances	269,705	25,828
Cash and bank balances at the beginning of	200,100	23,020
the period	553,415	265,108
Effect of exchange rate changes on the balance of	,	,
cash and bank held in foreign currencies	39	3,265
Cash and bank balances at the end of the period	823,159	294,201
Cash and bank balances at the thu of the period	043,133	497,401

1(d) A statement of comprehensive income (for the issuer and the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group 3 Months ended		Compa 3 Months	•
	March 31, 2012 HK\$'000	March 31, 2011 HK\$'000	March 31, 2012 HK\$'000	March 31, 2011 HK\$'000
Profit (loss) for the period	388	41,397	(782)	(78)
Other comprehensive income: Exchange difference arising on translation to foreign operations	280	20,886		
Total comprehensive income (loss) for the period	668	62,283	(782)	(78)
Total comprehensive income (loss) attributable to:				
Owners of the Company	(1,083)	60,921	(782)	(78)
Non-controlling interests	1,751	1,362		
	668	62,283	(782)	(78)

1(e)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Attributable to owners of the Company								
	Share capital HK\$'000	Share premium HK\$'000	Capital reserves HK\$'000	Proposed dividend HK\$'000	Currency translation reserves HK\$'000	Accumulated profits HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
Group First quarter 2012 ("Q1 2012")									
Balance at January 1, 2012 Total comprehensive income (loss) for the period	560,200	296,573	6,275	-	465,734 271	1,445,725 (1,354)	2,774,507 (1,083)	35,710 1,751	2,810,217 668
Balance at March 31, 2012	560,200	296,573	6,275		466,005	1,444,371	2,773,424	37,461	2,810,885
First quarter 2011 ("Q1 2011")									
Balance at January 1, 2011 Total comprehensive income for the period	560,200	296,573	6,275	7,225	366,003 20,581	1,388,810 40,340	2,625,086 60,921	29,457 1,362	2,654,543 62,283
Balance at March 31, 2011	560,200	296,573	6,275	7,225	386,584	1,429,150	2,686,007	30,819	2,716,826
		Share capital HK\$'000	Sh premi HK\$'		Capital reserves HK\$'000	Proposed dividend HK\$'000	p	ulated profits (\$'000	Total HK\$'000
Company First quarter 2012 ("Q1 2012")	)								
Balance at January 1, 2012 Total comprehensive loss for		560,200	296,	573	6,275	_	41	18,785	1,281,833
the period	-							(782)	(782)
Balance at March 31, 2012		560,200	296,	573	6,275		41	18,003	1,281,051
First quarter 2011 ("Q1 2011")	)								
Balance at January 1, 2011 Total comprehensive loss for		560,200	296,	573	6,275	7,225	41	16,959	1,287,232
the period	-							(78)	(78)
Balance at March 31, 2011	_	560,200	296,	573	6,275	7,225	41	16,881	1,287,154

1(e)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

There was no change in the Company's issued share capital for the 3 months' period ended March 31, 2012.

1(e)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	As at March 31, I	As at December 31,	As at March 31,	As at December 31,
Share capital	2012	2011	2012	2011
	'000	'000	HK\$'000	HK\$'000
	Number of ord of US\$0.1	•		
Authorised	2,000,000	2,000,000	1,550,000	1,550,000
Issued and fully paid	722,500	722,500	560,200	560,200

1(e)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable.

Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by our auditors.

Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The same accounting policies and methods of computation have been applied in the financial statements as in the most recently audited annual financial statements as at 31 December 2011 except for the adoption of Financial Reporting Standards ("FRSs") which are relevant to the Group's operations and became effective for the financial years beginning on or after 1 January 2012.

If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The adoption of the new and revised FRSs have no material effect on the Group's and Company's accounting policies.

Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

		3 months from January 1, 2011 to March 31, 2011
Based on the weighted average number of ordinary shares in issue	-0.19 HK cents	5.58 HK cents
On a fully diluted basis	-0.19 HK cents	5.58 HK cents

- Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:-
  - (a) current financial period reported on; and
  - (b) immediately preceding financial year.

Group		Company	
March 31,	December 31,	March 31,	December 31,
2012	2011	2012	2011

Net asset value per ordinary share based on issued share capital at the end of the period reported on

383.86 HK cents 384.01 HK cents 171.31 HK cents 177.42 HK cents

- A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-
  - (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
  - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

On behalf of the Board of Directors, it is my pleasure to present the financial results of Kingboard Copper Foil Holdings Limited ("the Company") and its subsidiaries (together with the Company, "the Group") for the first quarter of 2012 ("Q1 2012"). As the Company had ceased its operations in the production and sale of copper foil since 1 September 2011, revenue for the current quarter was generated mainly from (i) the receipt of the license fee pursuant to the ongoing licensing arrangement which commenced on 1 September 2011 and (ii) the sale of polyvinyl butyral ("PVB") resin, a basic raw material for the production of PVB film which is used to produce reinforced glass for both automotive industry and buildings. As a result, for Q1 2012, the Group's turnover decreased 88% to HK\$117 million against the first quarter of 2011 ("Q1 2011") and net loss attributable to owners of the Company for Q1 2012 was HK\$1.35 million.

Distribution costs in Q1 2012 decreased 77% to approximately HK\$2.68 million due to much lower transaction volume with only PVB sales during the quarter. No finance costs have arisen in Q1 2012 as all outstanding bank borrowings had been repaid as at December 31, 2011.

Our financial position continues to be sound. As at Q1 2012, net current assets and current ratio were approximately HK\$924 million and 17.8 respectively. Current assets mainly comprised cash and bank balances of HK\$823 million, trade and other receivables and prepayments of HK\$82 million, bills receivables of HK\$44 million and inventories of HK\$29 million. As at the end of Q1 2012, the Company's interest in Linkfit Investment Holdings Limited ("Linkfit"), a private company incorporated in Samoa, was 29.67%. The unquoted equity shares were stated at fair value at the end of the reporting period.

9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

#### **Licensing Arrangement**

At the Annual General Meeting of the Company held on April 29, 2011, shareholders of the Company did not approve the renewal of the mandate ("Shareholders' Mandate") to enable the Group to enter into interested person transactions with Kingboard Chemical Holdings Limited ("Kingboard Chemical") and its associates. As an interim measure, the Company had entered into a licensing arrangement to license the properties, inventory and machinery that were previously used for the production of copper foil to Harvest Resource Management Limited, an independent third party, in order to ensure that a steady stream of license fee is received by the Group. The licensing arrangement is expected to continue for the full year of 2012 ("FY2012"). Hence, revenue and earnings of the Group is expected to be significantly lower in FY2012 against that for 2011 since income of the Group will comprise of license fee income of HK\$10 million per month plus revenue from our PVB operations.

The Group will continue to actively consider the appropriate actions that need to be taken in order to address the non-approval of the renewal of the Shareholders' Mandate and will, in compliance with the Listing Manual, make relevant disclosures as and when appropriate.

#### **PVB Business**

As mentioned previously, PVB is a key raw material for PVB film which is used in reinforced glass for both automotive industry and buildings. As the Chinese government continues to encourage domestic consumption and improve living standards for Chinese citizens, we believe that the demand for automotive industry and buildings will continue to be robust and this would in turn drive up demand for PVB products. The Group will focus on upgrading our production capabilities and product mix to meet customer demands in order to further advance our market share in the domestic China market.

#### Litigation in Bermuda

On 3 August 2011, a petition was served by Annuity & Re Life Limited on the Company and its related companies, Kingboard Chemical, Jamplan (BVI) Limited, Kingboard Laminates Holdings Limited and Excel First Investment Limited in the Supreme Court of Bermuda (the "Petition"). The case is on-going and the Company is in the process of defending and contesting the allegations and will take all necessary steps to oppose the Petition. The Company and its Bermuda lawyers are of the view that the allegations are baseless and the Petition is misconceived and without merit. The Company will make further announcements as and when necessary to keep shareholders informed of material developments in this matter.

#### **Interests in Linkfit**

As stated above, the Company currently has a 29.67% interest in Linkfit, which is primarily engaged in investment holdings and its key investment relates to the Sofitel Qingyuan Riverside ("Sofitel"). Sofitel is situated in Guangdong province, the People's Republic of China (the "PRC").

The Company believes that its investment in Linkfit provides excellent opportunities for the Group to further expand its business scope. It believes that Linkfit's key assets, the Sofitel, has good long term potential and will be a useful diversification of the business activities of the Company.

This release may contain forward-looking statements that involves risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representatives examples of these factors include (without limitation) general industry and economics conditions, shifts in customer demands, customers and partners, and government and policy changes. You are cautioned not to place undue reliance on these forward-looking statement which are based on current view of management on future events.

#### 11 Dividend.

(a) Current Financial Period Reported on

Any dividend declared for the current financial period reported on? None.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? None.

(c) Date Payable

Not applicable.

(d) Books closure date

Not applicable.

#### 12 If no dividend has been declared/recommended, a statement to that effect.

No dividend has been proposed or declared for the 3 months' period ended March 31, 2012.

## PARTII ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

(This part is not applicable to Q1, Q2, Q3 and half-year results)

Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

Not applicable.

In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments

Not applicable.

15 A breakdown of sales

Not applicable.

A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

	Latest Full Year HK\$'000	Previous Full Year HK\$'000
Ordinary	_	_
Preference		
Total		

Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Not applicable.

## 18 Interested Person Transactions – Pursuant to Rule 920(1)(a)(ii) of the Listing Manual.

Aggregate value of interested person transactions entered from January 1, 2012 to March 31, 2012.

Aggregate value of all interested person transactions during the financial period Aggregate value of under review all interested person transactions conducted (excluding transactions less than S\$100,000 and under shareholders' transactions conducted mandate pursuant to under shareholders' Rule 920 (excluding mandate pursuant to transactions less than **Rule 920)** S\$100,000) HK\$'000 HK\$'000

Name of interested person

Total

#### Confirmation By the Board

We, LAM KA PO and CHEUNG KWOK PING being two directors of Kingboard Copper Foil Holdings Limited, do hereby confirm on behalf of the directors of the Company that, to the best of our knowledge, nothing has come to the attention of the board of directors of the Company which may render the Q1 2012 financial results to be false or misleading in all material aspects.

On behalf of the board of directors **Kingboard Copper Foil Holdings Limited** 

Lam Ka Po
Director

Cheung Kwok Ping
Director"

BY ORDER OF THE BOARD

BY ORDER OF THE BOARD
Kingboard Chemical Holdings Limited
Lo Ka Leong

Kingboard Laminates Holdings Limited Tsoi Kin Lung

Company Secretary

Company Secretary

Hong Kong, May 9, 2012

As at the date of this announcement, the board of directors ("Board") of Kingboard Chemical consists of Messrs. Cheung Kwok Wing, Chang Wing Yiu, Cheung Kwong Kwan, 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-exective director and Messrs. Lai Chung Wing, Robert, Cheng Wai Chee, Christopher, Tse Kam Hung and Henry Tan, being the independent non-executive directors.

As at the date of this announcement, the Board of Kingboard Laminates 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.