KB KINGBOARD COPPER FOIL HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of KINGBOARD COPPER FOIL HOLDINGS LIMITED will be held at The Pinnacle Suite, Wangz Business Centre, 7 Temasek Boulevard, The Penthouse, #44-01 Suntec Tower One, Singapore 038987, on Monday, April 29, 2019 at 9:30 a.m. to transact the following business:–

As Ordinary Business

1. To consider and adopt the Directors' Statements and Financial Statements for the year ended December 31, 2018 together with the Auditors' Report thereon. **Resolution 1**
2. To approve the payment of Directors' Fees of HK$557,000/– for the year ended December 31, 2018. (2017: HK$564,000/–) **Resolution 2**
3. To re-elect Mr Ho Yin Sang[a], the Director retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws. **Resolution 3**
4. To re-elect Mr Chim Hou Yan[a], the Director retiring pursuant to Bye-Law 86(1) of the Company's Bye Laws. *[See Note 4]* **Resolution 4**
5. To re-appoint Messrs Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and, if thought fit, to pass the following Resolutions No. 6 as Ordinary Resolution with or without modifications: –

6. THAT authority be and is hereby given to the Directors to allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares at the time of passing of this Resolution, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares; and unless revoked or varied by the Company in general meeting, such authority shall continue in force until 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 by law or by the Bye-Laws of the Company to be held, whichever is earlier. **Resolution 6**

   [see statement under the heading Resolution 6]

7. To transact any other business.

BY ORDER OF THE BOARD
JULIANA LOH JOO HUI
Company Secretary
Singapore, April 11, 2019

IMPORTANT: PLEASE READ NOTES BELOW

Notes:

1. With the exception of The Central Depository (Pte) Ltd. (the "Depository") which may appoint more than two (2) proxies, a member of the Company entitled to attend and vote at the above annual general meeting of the Company (the "AGM") is entitled to appoint no more than two (2) proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
2. Where a form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. Such form of proxy must be deposited at the office of the Company Secretary of the Company in Singapore, Intertrust Singapore Corporate Services Pte. Ltd., at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting.
3. **Persons holding shares in the capital of the Company through the Depository need not submit the form of proxy if he/she is attending the AGM in person.**
4. Mr Chim Hou Yan will, upon re-election[a], continue to serve as Chairman of the Remuneration and Nominating Committee. Mr Chim will also remain as a member of the Audit Committee. Mr Chim is a Non-Executive Director of the Company and is considered independent by the Board of Directors of the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENTS PURSUANT TO BYE-LAW 58(3) OF THE COMPANY'S BYE-LAWS

Resolution 6

The proposed ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue new shares in the capital of the Company, subject to the limits and in the manner as described therein. This authority shall, unless revoked or varied at a general meeting, expire at the conclusion of the next general meeting of the Company or the date by which the next annual general meeting of the Company is required by law or by the Bye-Laws of the Company to be held, whichever is earlier.

The percentage of issued share capital of the Company is based on the number of issued shares excluding treasury shares at the time of passing of the Resolution approving the mandate after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, and (c) any subsequent consolidation or subdivision of shares.

Unless prior shareholders' approval is required under the Listing Rules, an issue of treasury shares will not require further shareholders' approval, and will not be included in the aforementioned limitation.

The Company does not hold any treasury shares.

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a Information on the Directors who are seeking re-election can be found at the section entitled "Directors and Senior Management's Profile" and "Corporate Governance Report".