

OFFER DOCUMENT DATED 18 APRIL 2019

**THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
PLEASE READ IT CAREFULLY.**

If you are in any doubt about the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

In preparing its letter to Shareholders, the Offeror has not had any regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any shareholder of the Company.

If you have sold or transferred all your Shares held through CDP, you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately forward this Offer Document and the accompanying FAT to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The views of the independent directors and the independent financial adviser of the Company on the Offer will be made available to you in due course. You may wish to consider their views before taking any action in relation to the Offer.

SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

VOLUNTARY UNCONDITIONAL CASH OFFER
by

Excel First Investments Limited

卓先投資有限公司

(BVI Company Number 1017021)
(Incorporated in the British Virgin Islands)

to acquire all the issued and paid-up ordinary shares in the capital of

KB KINGBOARD COPPER FOIL HOLDINGS LIMITED

Kingboard Copper Foil Holdings Limited

(Company Registration No. 26998)
(Incorporated in Bermuda)
(Singapore Stock Code: K14)

other than those already owned, controlled or agreed to be acquired
by the Offeror Concert Group

ACCEPTANCES MUST BE RECEIVED BY THE CLOSE OF THE OFFER AT 5:30 P.M. (SINGAPORE TIME) ON 16 MAY 2019 ("CLOSING DATE"). THE OFFEROR WILL NOT EXTEND THE OFFER BEYOND 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE. THE OFFEROR WILL NOT BE INCREASING THE OFFER PRICE

The procedures for acceptance of the Offer are set out in **Appendix 2** and in the accompanying FAA and/or FAT.

CONTENTS

DEFINITIONS	2
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	6
LETTER TO SHAREHOLDERS	7
1. INTRODUCTION	7
2. TERMS OF THE OFFER	7
3. WARRANTY	8
4. DURATION OF THE OFFER	8
5. DETAILS OF THE OFFER	8
6. PROCEDURES FOR ACCEPTANCE	8
7. INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP ...	9
8. INFORMATION ON THE COMPANY	9
9. RATIONALE FOR OFFER	9
10. OFFEROR'S INTENTIONS FOR THE COMPANY	9
11. FINANCIAL EVALUATION OF THE OFFER	10
12. LISTING STATUS AND COMPULSORY ACQUISITION	10
13. CONFIRMATION OF FINANCIAL RESOURCES	12
14. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS	12
15. OVERSEAS SHAREHOLDERS	13
16. GENERAL INFORMATION	14
17. RESPONSIBILITY STATEMENT	15
APPENDIX 1 – DETAILS OF THE OFFER	16
APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER	18
APPENDIX 3 – INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP	25
APPENDIX 4 – SIGNIFICANT ACCOUNTING POLICIES OF THE KINGBOARD HOLDINGS GROUP	30
APPENDIX 5 – INFORMATION ON THE COMPANY	31
APPENDIX 6 – DISCLOSURES OF HOLDINGS AND DEALINGS IN SHARES	33
APPENDIX 7 – GENERAL INFORMATION	34

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Offer Document, the FAA and the FAT:

“Bermuda Companies Act”	:	Companies Act 1981 of Bermuda
“Business Day”	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
“CDP”	:	The Central Depository (Pte) Limited
“Closing Date”	:	5:30 p.m. (Singapore time) on 16 May 2019, being the closing time and date for lodgement of acceptances of the Offer
“Code”	:	The Singapore Code on Take-overs and Mergers
“Companies Act”	:	Companies Act, Chapter 50 of Singapore
“Company”	:	Kingboard Copper Foil Holdings Limited
“Company Securities”	:	Convertible securities, warrants, options or derivatives in respect of Shares or securities which carry voting rights in the Company
“Despatch Date”	:	18 April 2019, being the date of despatch of this Offer Document
“Distribution”	:	Any dividend, right, other distribution and return of capital
“Encumbrance”	:	Any mortgage, debenture, lien, charge, pledge, title retention, right to acquire, security interest, option, pre-emptive or similar right, right of first refusal and any other encumbrance or condition whatsoever
“FAA”	:	Form of Acceptance and Authorisation for Offer Shares, which forms part of this Offer Document and which is issued to Depositors whose Shares are deposited with CDP
“FAT”	:	Form of Acceptance and Transfer for Offer Shares, which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP
“Free Float Requirement”	:	Has the meaning ascribed to it in Section 12.1 of this Offer Document
“FY”	:	Financial year ended or ending 31 December
“Group”	:	The Company and its subsidiaries

DEFINITIONS

“HK” or “Hong Kong”	:	Hong Kong, Special Administrative Region of the People’s Republic of China
“HK\$”	:	Hong Kong dollars, being the lawful currency of Hong Kong
“Kingboard Holdings”	:	Kingboard Holdings Limited
“Kingboard Holdings Group”	:	Kingboard Holdings and its subsidiaries
“Kingboard Laminates”	:	Kingboard Laminates Holdings Limited
“Last Traded Day”	:	1 April 2019, being the last trading day preceding the release of the Offer Announcement
“Latest Practicable Date”	:	11 April 2019, being the latest practicable date prior to the printing of this Offer Document
“Listing Manual”	:	The listing manual of the SGX-ST
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Offer”	:	Voluntary unconditional cash offer to acquire the Offer Shares on the terms and conditions set out in this Offer Document, the FAA and/or the FAT
“Offer Announcement”	:	The Offer announcement made by the Offeror, on the Offer Announcement Date
“Offer Announcement Date”	:	4 April 2019, being the date of the Offer Announcement
“Offer Document”	:	This document, including the FAA and/or the FAT accompanying this document and any other supplemental documents as may be issued from time to time
“Offer Period”	:	The period commencing from the Offer Announcement Date until the Closing Date
“Offer Price”	:	S\$0.60 in cash for each Offer Share
“Offer Shares”	:	All the Shares in issue, other than those already owned, controlled or agreed to be acquired by the Offeror Concert Group and treasury Shares (if any) held by the Company
“Offeror”	:	Excel First Investments Limited 卓先投資有限公司
“Offeror Concert Group”	:	The Offeror and parties acting or presumed to be acting in concert with the Offeror

DEFINITIONS

“Overseas Shareholders”	:	Shareholders and Depositors holding Shares through CDP whose addresses are outside Singapore as shown in the Register or Depository Register (as the case may be)
“Receiving Agent”	:	Intertrust Singapore Corporate Services Pte. Ltd.
“Register”	:	The register of members of the Company as maintained by or for and on behalf of the Company
“Relevant Day”	:	The dealing day immediately after the day on which the Offer is due to expire, or becomes or is declared to be unconditional as to acceptances or is revised or extended (if applicable)
“Relevant Person”	:	A member of the Offeror Concert Group
“Restricted Jurisdiction”	:	Any jurisdiction where the making of or the acceptance of the Offer would violate the laws and regulations of that jurisdiction
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SFA”	:	Securities and Futures Act, Chapter 289 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Persons who are registered as holders of Shares in the Register
“Shares”	:	Issued and paid-up ordinary shares of a par value of US\$0.10 each in the capital of the Company
“SIC”	:	The Securities Industry Council of Singapore
“Singapore Share Transfer Agent”	:	M & C Services Private Limited
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“US\$”	:	United States dollars, being the lawful currency of the United States of America
“VWAP”	:	Volume-weighted average price
“%” or “per cent.”	:	Percentage or per centum

DEFINITIONS

In this Offer Document:

- (a) The expressions “**acting in concert**” and “**associates**” shall have the meanings ascribed to them respectively in the Code.
- (b) The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings as ascribed to them respectively in Section 81SF of the SFA.
- (c) Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.
- (d) The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.
- (e) Any discrepancies in the figures included in this Offer Document between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown in the totals of the figures in this Offer Document may not be an arithmetic aggregation of the figures that precede them.
- (f) References to “**you**”, “**your**” and “**yours**” in this Offer Document are, as the context so determines, to the Shareholders and Depositors holding Shares through CDP.
- (g) Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Code, the Listing Manual or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to that word under the Companies Act, the SFA, the Code, the Listing Manual or that modification, as the case may be, unless the context otherwise requires.
- (h) The expressions “**subsidiary**” and “**associated company**” shall have the meanings ascribed to them in Section 5 of the Companies Act and the Code, respectively.
- (i) Any reference to a time of day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise specified.
- (j) Any reference in this Offer Document to the total number of Shares is a reference to a total of 722,500,000 Shares in issue as at the Latest Practicable Date, unless the context otherwise requires.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “**aim**”, “**seek**”, “**expect**”, “**anticipate**”, “**estimate**”, “**believe**”, “**intend**”, “**project**”, “**plan**”, “**potential**”, “**strategy**”, “**forecast**”, “**possible**”, “**probable**” and similar expressions or future or conditional verbs such as “**if**”, “**will**”, “**would**”, “**should**”, “**could**”, “**may**” or “**might**”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future results, performance, events or achievements and involve known and unknown risks and uncertainties. Accordingly, actual future results, performance, events or achievements may differ materially from those described in such forward-looking statements. Given the risks and uncertainties involved, Shareholders and investors should not place undue reliance on such forward-looking statements and information. None of the Offeror Concert Group undertakes any obligation to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

EXCEL FIRST INVESTMENTS LIMITED

卓先投資有限公司

(BVI Company Number 1017021)
(Incorporated in the British Virgin Islands)

18 April 2019

To: Shareholders of the Company

Dear Sir/Madam

VOLUNTARY UNCONDITIONAL CASH OFFER

1. INTRODUCTION

Reference is made to the Offer Announcement. A copy of the Offer Announcement is available on www.sgx.com and the Company's website at <http://www.kbcopperfoil.com/>.

This Offer Document contains the formal offer by the Offeror, for the Offer Shares on the terms and subject to the conditions set out in this Offer Document. This Offer Document, together with the FAA and FAT, has been despatched to Shareholders on the Despatch Date. **Shareholders are urged to read this Offer Document carefully.**

2. TERMS OF THE OFFER

2.1 Terms of the Offer

The Offer will be made for all the Offer Shares, subject to the terms and conditions set out in this Offer Document (including the FAA and/or FAT (as the case may be)). The Offer does not extend to the Shares owned, controlled or agreed to be acquired by the Offeror or its Concert Parties, including the Shares held directly and indirectly by the Offeror and its Concert Parties as at the Offer Announcement Date, as set out in **Appendix 6**.

2.2 Offer Price

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

For further details on the procedures for acceptance of the Offer, please refer to **Appendix 2**.

The Offeror will not be increasing the Offer Price.

2.3 Rights and Encumbrances

The Offer Shares will be acquired:

- (a) fully paid;
- (b) free from all Encumbrances; and

LETTER TO SHAREHOLDERS

- (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all Distributions (if any) which may be announced, declared, paid or made by the Company on or after the Offer Announcement Date.

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

2.4 Offer Unconditional

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

3. WARRANTY

A Shareholder who tenders his Offer Shares in acceptance of the Offer will be deemed to have unconditionally and irrevocably warranted that he sells such Offer Shares, as or on behalf of, the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances whatsoever and (c) transferred together with all rights, benefits and entitlements attached to them as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any) which may be announced, declared, paid or made by the Company on or after the Offer Announcement Date.

4. DURATION OF THE OFFER

The Offer is open for acceptance by Shareholders for a period of 28 days after the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder. **Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 16 May 2019 ("Closing Date").**

The Offeror has no intention of extending the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date. Accordingly, notice is hereby given that acceptances of the Offer received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

5. DETAILS OF THE OFFER

Appendix 1 sets out further details on:

- (a) settlement of the consideration for the Offer;
- (b) requirements relating to the announcements of level of acceptances of the Offer; and
- (c) right of withdrawal of acceptances of the Offer.

6. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer are set out in **Appendix 2** and the accompanying FAA and/or FAT (as the case may be).

LETTER TO SHAREHOLDERS

7. INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP

Information on the Offeror and the Kingboard Holdings Group is set out in **Appendix 3**.

8. INFORMATION ON THE COMPANY

Information on the Company is set out in **Appendix 5**.

9. RATIONALE FOR OFFER

9.1 Intention to Delist and Privatise the Company

The Offeror intends to make the Offer with a view to delist the Company from the SGX-ST if, *inter alia*, the Free Float Requirement (as hereinafter defined) is not satisfied and/or it achieves the requisite acceptances for such delisting, in order to facilitate management and operational control and leverage over the Company and its subsequent developments. The Offeror will also exercise any rights of compulsory acquisition that may arise under Section 102 of the Bermuda Companies Act.

The successful delisting of the Company will, amongst others, enable the Offeror together with the management of the Company to have a longer horizon to manage and plan its business. It will also provide the Offeror and the management of the Company more control and flexibility to manage and drive the future business growth of the Company.

9.2 Opportunity for Minority Shareholders to Realise their Investment in the Shares at a Premium

The Offer Price is at a premium above the historical market prices of the Shares of over the last twelve-month period up to the Offer Announcement Date. The Offer Price represents an approximately 9.1% premium above the closing price on the Last Traded Day, being 1 April 2019, and an approximately 16.1%, 25.3%, 27.4% and 32.5% premium above the VWAP per Share for the one-month, three-month, six-month and 12-month period prior to and including the Last Traded Day, respectively.

Shareholders who tender their Shares pursuant to the Offer will have an opportunity to realise their investment in the Company for a cash consideration at a premium above the historical market share prices, without incurring any brokerage and other trading costs.

9.3 Compliance Costs of Maintaining Listing

The Company incurs compliance and other related costs associated with maintaining its listing status. The delisting of the Company will eliminate listing related expenses which can be channelled towards its business operations.

10. OFFEROR'S INTENTIONS FOR THE COMPANY

Upon completion of the Offer, the Offeror will undertake a strategic and operational review of the Company and its subsidiaries with a view to realising synergies, scale, cost efficiencies and growth potential.

LETTER TO SHAREHOLDERS

The Offeror presently has no intention to introduce any major changes to the business of the Company, or to discontinue the employment of any of the existing employees of the Group or re-deploy any of the fixed assets of the Company, other than in the ordinary course of business. The Offeror however retains the flexibility at any time to consider options or opportunities which may present themselves.

11. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premia over the prices of the Shares traded on the SGX-ST on the following date and over the following periods:

Reference Date/Period	Reference Price ⁽²⁾	Offer Price Premium
Last transaction price on 11 April 2019, being the Latest Practicable Date	S\$0.600	0.0%
Last traded price per Share on 1 April 2019, being the Last Traded Day	S\$0.550	9.1%
VWAP ⁽¹⁾ per Share for the one-month period prior to and including the Last Traded Day	S\$0.517	16.1%
VWAP per Share for the three-month period prior to and including the Last Traded Day	S\$0.479	25.3%
VWAP per Share for the six-month period prior to and including the Last Traded Day	S\$0.471	27.4%
VWAP per Share for the 12-month period prior to and including the Last Traded Day	S\$0.453	32.5%

Notes:

(1) The figures are based on data extracted from Bloomberg L.P..

(2) Rounded to the nearest three decimal places.

12. LISTING STATUS AND COMPULSORY ACQUISITION

12.1 Delisting

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

LETTER TO SHAREHOLDERS

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

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

12.2 Compulsory Acquisition

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

- (a) obtained acceptances from shareholders holding not less than nine-tenths in value of the shares in a Bermuda-incorporated company ("**Target**") whose transfer is involved (other than shares already held, at the date of the offer, by the offeror, the offeror's subsidiaries, and nominees of the offeror or its subsidiaries); and
- (b) where, at the date of the offer, shares in the Target whose transfer is involved, are already held by the offeror, the offeror's subsidiaries, and nominees of the offeror or its subsidiaries to a value greater than 10% of the total issued shares of the Target, such accepting shareholders also represent not less than 75% in number of the holders of such shares (other than shares already held as at the date of the offer, by the offeror, the offeror's subsidiaries, and nominees of the offeror or its subsidiaries), and further provided that the offeror must have made the offer on the same terms to all holders of the shares whose transfer is involved (other than those already held as aforesaid),

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

Section 102(2) of the Bermuda Companies Act provides that where, pursuant to such a scheme or contract, shares in the Target are transferred to an offeror or its nominee, and those shares together with any other shares in the Target held by, or by a nominee for, the offeror or its subsidiary at the date of the transfer comprise nine-tenths in value of the shares in the Target, the offeror must within one month from the date of the transfer give notice of that fact to the dissenting shareholder(s) of the Target, and any such shareholder may within three months from the giving of the said notice to him, give notice (an "**Offeree Notice**") requiring the offeror to acquire his shares in the Target. Where a dissenting

LETTER TO SHAREHOLDERS

shareholder gives an Offeree Notice with respect to any shares in the Target, the offeror shall be entitled and bound to acquire those shares on the same terms of the original offer (or on such other terms as may be agreed or as the Court, on the application of either the offeror or the dissenting shareholder, thinks fit to order).

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

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

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

13. CONFIRMATION OF FINANCIAL RESOURCES

UOB Kay Hian Private Limited has confirmed that the Offeror has sufficient financial resources to satisfy full acceptance of the Offer for the Offer Shares at the Offer Price.

14. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

14.1 Shareholdings

As at the Latest Practicable Date, the Relevant Persons own, control and have agreed to acquire an aggregate of 635,489,621 Shares, comprising approximately 87.96% of the total number of issued and paid-up Shares (excluding treasury Shares).

As at the Latest Practicable Date, none of the directors of the Offeror has any direct or indirect interests in any Company Securities.

As at the Latest Practicable Date, none of the Relevant Persons has (a) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company Securities which might be material to the Offer; (b) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise; (c) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or (d) lent any Company Securities to another person.

14.2 No Dealings

Save as disclosed in **Appendix 6**, as at the Latest Practicable Date, none of the Relevant Persons owns, controls or has agreed to acquire or have dealt for value in any (a) Shares, (b) securities which carry voting rights in the Company, or (c) Company Securities during the three-month period immediately preceding the Offer Announcement Date and ending on the Latest Practicable Date.

LETTER TO SHAREHOLDERS

14.3 Irrevocable Undertakings

As at the Latest Practicable Date, none of the Relevant Persons has received any irrevocable undertaking from any party to accept or reject the Offer.

15. OVERSEAS SHAREHOLDERS

15.1 Overseas Shareholders

The availability of the Offer to Overseas Shareholders may be affected by the laws and regulations of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about and observe any applicable legal requirements. Where there are potential restrictions on sending this Offer Document, the FAA and/or the FAT to any overseas jurisdiction, the Offeror reserves the right not to send these documents to any such overseas jurisdiction. For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including those to whom this Offer Document, the FAA and/or the FAT have not been or will not be sent.

Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

15.2 Overseas Jurisdiction

It is the responsibility of any Overseas Shareholder who wishes to accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities and legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable, and the Offeror and any person acting on its behalf (including CDP and the Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments that may be required to be paid. In accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements.

The Offeror reserves the right not to treat any acceptance of the Offer in or from any overseas jurisdiction and/or in respect of an Overseas Shareholder as valid. Overseas Shareholders accepting the Offer should note that if they have, in the FAA and/or FAT, provided addresses in overseas jurisdictions for the receipt of remittances of payment by the Offeror, such acceptance may be rejected.

Any Overseas Shareholder who is in doubt about his position should consult his professional advisers in the relevant jurisdictions.

LETTER TO SHAREHOLDERS

15.3 Copies of this Offer Document, the FAA and/or the FAT

Where there are potential restrictions on sending this Offer Document, the FAA and/or FAT to any overseas jurisdiction, the Offeror reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions.

Overseas Shareholders may obtain copies of the Offer Document, the FAA and/or the FAT and any related documents, during normal business hours and up to 5:30 p.m. (Singapore time) on the Closing Date from, as the case may be, (a) the Receiving Agent, Intertrust Singapore Corporate Services Pte. Ltd. at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896 or (b) CDP at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589. Electronic copies of the Offer Document, the FAA and/or the FAT may also be obtained from the website of the SGX-ST at www.sgx.com. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to the Receiving Agent at the aforementioned address to request for the Offer Document, the FAA and/or the FAT and any related documents to be sent to an address in Singapore by ordinary post at his own risk, provided always that the last date for despatch in respect of such request shall be a date falling three Market Days prior to the Closing Date. It is the responsibility of the Overseas Shareholder who wishes to request for the Offer Document, the FAA and/or the FAT and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities and legal requirements. In requesting for this Offer Document, the FAA and/or the FAT and any related documents, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements.

15.4 Notices

The Offeror reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

16. GENERAL INFORMATION

16.1 Valid Acceptances

The Offeror reserves the right to treat acceptances of the Offer as valid if received by it at any place or places determined by it otherwise than as stated herein or in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions herein and instructions printed on the FAA and/or the FAT, as the case may be.

16.2 Governing Law and Jurisdiction

The Offer, this Offer Document, the FAA and/or the FAT, and all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who has accepted the Offer agree to submit to the non-exclusive jurisdiction of the Singapore courts.

LETTER TO SHAREHOLDERS

16.3 No Third Party Rights

Unless expressly provided to the contrary in this Offer Document, the FAA and/or in the FAT, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAA and/or the FAT has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any terms of such contracts. Notwithstanding any term herein and in the FAA and/or the FAT, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

16.4 Independent Advice

The views and recommendation(s) of the directors of the Company who are considered independent for the purpose of the Offer (“**Independent Directors**”) and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and in any event, they are required under the Code to despatch their views within 14 days of the despatch of this Offer Document. Shareholders may wish to consider their views before taking any action in relation to the Offer.

16.5 Accidental Omission

Accidental omission to despatch this Offer Document, the FAA and/or the FAT or any notice or announcement required to be given under the terms of the Offer, or any failure to receive the same by any person to whom the Offer is made or should be made, shall not invalidate the Offer in any way.

17. RESPONSIBILITY STATEMENT

The directors of the Offeror, Kingboard Laminates and Kingboard Holdings (including those who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate and that no material facts have been omitted from this Offer Document, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources (including without limitation in relation to the Group), the sole responsibility of the directors of the Offeror, Kingboard Laminates and Kingboard Holdings has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Offer Document.

Issued by
Excel First Investments Limited
卓先投資有限公司

18 April 2019

APPENDIX 1 – DETAILS OF THE OFFER

1. DURATION OF THE OFFER

The Offer is open for acceptance by Shareholders for a period of 28 days after the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder. **Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on the Closing Date.**

The Offeror has no intention of extending the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date. Accordingly, notice is hereby given that acceptances of the Offer received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

2. SETTLEMENT

Subject to the receipt by the Offeror from the accepting Shareholders of all relevant documents required by the Offeror which are complete in all respects and in accordance with the instructions given in this Offer Document and in the FAA and/or the FAT, as the case may be, and in the case of a Depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares tendered by the accepting Depositors in acceptance of the Offer are standing to the credit of the “Free Balance” of their respective Securities Account at the relevant time(s), remittances in the form of S\$ cheques for the appropriate amounts will be dispatched, to the accepting Shareholders (or in the case of an accepting Shareholder holding share certificate(s) which is not deposited with CDP, his designated agent (if any)) by ordinary post and at the risk of the accepting Shareholders or by such other manner as the accepting Shareholders may have agreed with CDP for payment of any cash distributions, as soon as practicable but in any event, within seven Business Days after the date of receipt of such valid acceptances, pursuant to Rule 30 of the Code.

3. ANNOUNCEMENTS

3.1 Timing and Contents

Pursuant to Rule 28.1 of the Code, by 8.00 a.m. on the Relevant Day, the Offeror will announce and simultaneously inform the SGX-ST of the total number of Offer Shares (as nearly as practicable):

- (a) for which valid acceptances of the Offer have been received;
- (b) held by the Offeror Concert Group before the Offer Period; and
- (c) acquired or agreed to be acquired by the Offeror Concert Group during the Offer Period,

and will specify the percentages of the total number of issued Shares represented by such numbers.

3.2 Suspension

If the Offeror is unable, within the time limit, to comply with any of the requirements of paragraph 3.1 of this **Appendix 1**, SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

APPENDIX 1 – DETAILS OF THE OFFER

3.3 Valid Acceptances of Shares

Subject to Section 16.1 (Valid Acceptances) of this Offer Document, in computing the number of Offer Shares represented by acceptances, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects.

Acceptances of the Offer will only be treated as valid for the purposes of the acceptance condition if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

4. RIGHTS OF WITHDRAWAL

Except as expressly provided in this Offer Document, acceptances of the Offer shall be irrevocable.

If the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3:30 p.m. on the Relevant Day, then immediately thereafter:

- (a) Depositors holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw their acceptance by written notice to Excel First Investments Limited 卓先投資有限公司, c/o The Central Depository (Pte) Limited, 11 North Buona Vista Drive, #06-07, The Metropolis Tower 2, Singapore 138589; and
- (b) Shareholders holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw their acceptance by written notice to Excel First Investments Limited 卓先投資有限公司, c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896.

A notice of withdrawal shall be effective only if signed by the accepting Shareholder or his agent duly appointed in writing and evidence of whose appointment is produced in a form satisfactory to the Offeror within the said notice and when actually received by the Offeror.

Subject to Rule 22.9 of the Code in relation to the *final day rule*, the Offeror may terminate this right of withdrawal not less than eight days after the Relevant Day by confirming (if that be the case) that the Offer is still unconditional as to acceptances and by complying with Rule 28.1 of the Code and the requirements set out in paragraph 3.1 (Timing and Contents) of this **Appendix 1**.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. DEPOSITORS

1.1 Depositors whose Securities Accounts are credited with Offer Shares

If you have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, you should receive this Offer Document together with a FAA. If you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, from CDP at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589.

Acceptance. If you wish to accept the Offer, you should:

- (a) complete the FAA in accordance with the provisions in this Offer Document and the instructions printed on the FAA. In particular, you must state in Part A of the FAA, the number of Offer Shares in respect of which you wish to accept the Offer.

- (1) If you:

- (i) do not specify such number; or
 - (ii) specify a number which exceeds the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account on the date of receipt of the FAA by CDP (“**Date of Receipt**”), or in the case where the Date of Receipt is on the Closing Date, as at 5:30 p.m. (Singapore time) on the Closing Date (provided always that the Date of Receipt must fall on or before the Closing Date),

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the “Free Balance” of your Securities Account on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date); and

- (2) If paragraph 1.1(a)(1)(ii) above applies and at the time of verification by CDP of the FAA on the Date of Receipt, there are outstanding settlement instructions with CDP to receive further Offer Shares into the “Free Balance” of your Securities Account (“**Unsettled Buy Position**”), and the Unsettled Buy Position settles such that the Offer Shares in the Unsettled Buy Position are transferred to the “Free Balance” of your Securities Account at any time during the period the Offer is open, up to 5.30 p.m. (Singapore time) on the Closing Date (“**Settled Shares**”), you shall be deemed to have accepted the Offer in respect of the balance number of Offer Shares inserted in Part A of the FAA which have not yet been accepted pursuant to paragraph 1.1(a)(1)(ii) above, or the number of Settled Shares, whichever is less;

- (b) sign the FAA in accordance with the provisions of this Offer Document and the instructions printed on the FAA; and

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

- (c) deliver the completed and signed FAA (no part may be detached or otherwise mutilated):
 - (i) **by hand** to Excel First Investments Limited 卓先投資有限公司 c/o The Central Depository (Pte) Limited, 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589; or
 - (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Excel First Investments Limited 卓先投資有限公司 c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

in either case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and the FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee.

If you are a Depository Agent, you may accept the Offer via Electronic Acceptance. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf and such Electronic Acceptances must be submitted not later than 5.30 p.m. (Singapore time) on the Closing Date. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA had been completed and delivered to CDP.

1.2 Depositors whose Securities Accounts will be credited with Offer Shares

If you have purchased Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the “Free Balance” of your Securities Account, you should also receive this Offer Document together with a FAA. If you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, from CDP at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589.

Acceptance. If you wish to accept the Offer in respect of such Offer Shares, you should, **after** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares:

- (a) complete and sign the FAA in accordance with the provisions in this Offer Document and the instructions printed on the FAA; and
- (b) deliver the completed and signed FAA (no part may be detached or otherwise mutilated):
 - (i) **by hand** to Excel First Investments Limited 卓先投資有限公司 c/o The Central Depository (Pte) Limited, 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589; or

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

- (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Excel First Investments Limited 卓先投資有限公司 c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

in either case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope which is enclosed with the FAA, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

Rejection. If upon receipt by CDP, on behalf of the Offeror, of the FAA, it is established that such Offer Shares have not been or will not be, credited to the “Free Balance” of your Securities Account (as, for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected. Neither the Offeror nor CDP accepts any responsibility or liability in relation to such a rejection, including the consequences thereof.

If you purchase Offer Shares on the SGX-ST on a date close to the Closing Date, your acceptance in respect of such Offer Shares is liable to be rejected if the “Free Balance” of your Securities Account is not credited with such Offer Shares by the Date of Receipt or by 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date), unless paragraph 1.1.(a)(1)(ii) read together with paragraph 1.1(a)(2) of this **Appendix 2** apply. If the Unsettled Buy Position does not settle by 5.30 p.m. on the Closing Date, your acceptance in respect of such Offer Shares will be rejected. Neither the Offeror nor CDP accepts any responsibility or liability in relation to such a rejection, including the consequences thereof.

1.3 Depositors whose Securities Account are and will be credited with Offer Shares

If you have Offer Shares credited to your Securities Account, and have purchased additional Offer Shares on the SGX-ST which are in the process of being credited to your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account only **AFTER** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares.

1.4 FAAs received on Saturday, Sunday and public holidays.

For the avoidance of doubt, FAAs received by CDP on a Saturday, Sunday or public holiday in Singapore will only be processed and validated on the next Business Day.

1.5 Acceptance via SGX-SFG service

Depository Agents may accept the Offer via the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Offeror to receive acceptances on its behalf. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in the Offer Document and the FAA as if the FAA had been properly completed in all respects, originally signed and delivered to CDP.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

1.6 General

No acknowledgement will be given by CDP for submissions of FAAs. All communications, notices, documents and payments to be delivered or sent to you will be sent by ordinary post at your own risk to your address as it appears in the records of CDP. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify such number in your Securities Account: (i) through CDP Online if you have registered for the CDP Internet Access Service; or (ii) through the CDP Phone Service using SMS OTP, under the option “To check your securities balance”.

1.7 Blocked Balance

Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the “Free Balance” of your Securities Account to the “Blocked Balance” of your Securities Account. Such Offer Shares will be held in the “Blocked Balance” until the consideration for such Offer Shares has been despatched to you.

1.8 Notification

Upon the Offeror’s despatch of consideration for the Offer Shares in respect of which you have accepted the Offer, CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price by way of a cheque drawn on a bank in Singapore for the appropriate amount, or in such other manner that you have agreed with CDP for the payment of any cash distribution, at your own risk, as soon as practicable but in any event, within seven Business Days after the date of receipt of such valid acceptances.

1.9 No Securities Account

If you do not have an existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

2. SCRIP HOLDERS

2.1 Shareholders whose Offer Shares are not deposited with CDP

If you hold Offer Shares which are not deposited with CDP (“**in scrip form**”), you should receive this Offer Document together with an FAT.

If you wish to accept the Offer, you should:

- (a) complete the FAT strictly in accordance with this Offer Document and the instructions printed on the FAT. In particular, you must state in the FAT the number of Offer Shares in respect of which you wish to accept the Offer and the share certificate number(s) of the relevant share certificate(s). If you:
 - (i) do not specify a number; or
 - (ii) specify a number which exceeds the number of Offer Shares represented by the attached share certificate(s),

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

you shall be deemed to have accepted the Offer in respect of the total number of Offer Shares represented by the share certificate(s) accompanying the FAT;

- (b) sign the FAT in accordance with this Offer Document and the instructions printed on the FAT; and
- (c) deliver:
 - (i) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);
 - (ii) the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer. If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the memorandum of association and the bye-laws of the Company and then deliver such share certificate(s) in accordance with the procedures set out in this Offer Document; and
 - (iii) where such Offer Shares are not registered in your name, you may send in, at your own risk, the relevant share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror, accompanied by transfer form(s), duly executed by the person in whose name such share certificate(s) is/are registered and stamped (if required), with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by it),

either **by hand** or **by post**, in the enclosed pre-addressed envelope at your own risk, to Excel First Investments Limited 卓先投資有限公司 c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896, **in either case so as to arrive not later than 5:30 p.m. (Singapore time) on the Closing Date**. If the completed and signed FAT is delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with the FAT. It is your responsibility to affix adequate postage on the said envelope.

If your share certificate(s), transfer form(s) and/or any other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact the Receiving Agent, Intertrust Singapore Corporate Services Pte. Ltd. at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896.

3. GENERAL

3.1 Receipt

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other document(s) will be given by the Offeror or the Receiving Agent.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

3.2 Disclaimer and Discretion

The Offeror, CDP and/or the Receiving Agent will be entitled to reject any acceptance which is not entirely in order or which does not comply with the provisions and instructions in this Offer Document and in the FAA and/or FAT (as applicable), or which is otherwise incomplete, incorrect, unsigned, non-originally signed or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or FAT, as the case may be, is/are properly completed in all respects, originally signed and all required supporting documents, where applicable, are provided. Any decision to reject any acceptance will be final and binding and none of the Offeror, CDP or the Receiving Agent accepts any responsibility or liability in relation to such a decision, including the consequences of such a decision.

The Offeror reserves the right to treat acceptances of the Offer as valid if received by or on behalf of it at any place(s) determined by it otherwise than as stated in this Offer Document or in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions of this Offer Document and in the FAA and/or the FAT, as the case may be.

3.3 Scrip and Scripless Offer Shares

If you hold some Offer Shares in scrip form and some Offer Shares with CDP, you should complete and sign the FAT for the former and the FAA for the latter in accordance with the respective procedures set out in this **Appendix 2** if you wish to accept the Offer in respect of all such Offer Shares.

3.4 Deposit Time

If you hold the Offer Shares in scrip form and wish to accept the Offer, you should not deposit the share certificate(s) with CDP on or after the Despatch Date as the Offer Shares may not be credited into your Securities Account in time for you to accept the Offer. If you wish to accept the Offer in respect of such Offer Shares in scrip form, you should complete, sign the FAT and follow the procedures set out in paragraph 2 of this **Appendix 2**.

3.5 Acceptances received on Saturday, Sunday and public holidays

Acceptances in the form of the FAA and/or the FAT, as the case may be, to CDP and/or the Receiving Agent on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.

3.6 Evidence of Title

Delivery of the duly completed and signed FAA and/or FAT, as the case may be, to CDP and/or the Receiving Agent and/or the Offeror, as the case may be, shall be conclusive evidence in favour of CDP and/or the Receiving Agent and/or the Offeror of the right and title of the person signing it to deal with the same and with the Offer Shares to which it relates.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

3.7 Correspondences

All communications, certificates, notices, documents and remittances to be delivered or sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your respective mailing addresses as maintained with CDP or as they appear in the Register, as the case may be, at the risk of the person entitled thereto (or for the purposes of remittances only, to such different names and addresses as may be specified by you in the FAA and/or FAT (as applicable) at your own risk).

APPENDIX 3 – INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP

1. DIRECTORS

The names, addresses and descriptions of the directors of the Offeror as at the Latest Practicable Date are set out below:

<u>Name</u>	<u>Address</u>	<u>Designation</u>
Cheung Kwok Wa	23/F., Delta House, 3 On Yiu Street, Shek Mun, Shatin, New Territories, Hong Kong	Director
Cheung Kwok Ping	23/F., Delta House, 3 On Yiu Street, Shek Mun, Shatin, New Territories, Hong Kong	Director
Cheung Ka Ho	23/F., Delta House, 3 On Yiu Street, Shek Mun, Shatin, New Territories, Hong Kong	Director

2. PRINCIPAL ACTIVITIES AND ISSUED SHARES

The Offeror is a BVI business company incorporated in the British Virgin Islands on 22 March 2006. Its principal activity is that of investment holding. As at the Offer Announcement Date, the Offeror has issued only 1 share with a par value of US\$1.00 per share. As at the Offer Announcement Date, the directors of the Offeror are Mr. Cheung Kwok Wa, Mr. Cheung Kwok Ping and Mr. Cheung Ka Ho.

The Offeror is a wholly-owned subsidiary of Kingboard Laminates Holdings Limited (“**Kingboard Laminates**”), which is listed on Stock Exchange of Hong Kong Limited. As at the Offer Announcement Date, the directors of Kingboard Laminates are Mr. Cheung Kwok Wa, Mr. Cheung Kwok Keung, Mr. Cheung Kwok Ping, Mr. Lam Ka Po, Mr. Cheung Ka Ho, Mr. Liu Min, Mr. Zhou Pei Feng, Mr. Lo Ka Leong, Mr. Leung Tai Chiu, Mr. Ip Shu Kwan, Stephen, Mr. Zhang Lu Fu and Mr. Lau Ping Cheung, Kaizer.

Kingboard Laminates is, in turn, a 69.32% owned subsidiary of Kingboard Holdings Limited (formerly known as Kingboard Chemical Holdings Limited) (“**Kingboard Holdings**”), and also listed on Stock Exchange of Hong Kong Limited. The Kingboard Holdings Group has business activities ranging from manufacture and sale of, among others, laminates, printed circuit boards, chemicals and magnetic products, and property development and investment. As at the Offer Announcement Date, the directors of Kingboard Holdings are Mr. Cheung Kwok Wing, Mr. Chang Wing Yiu, Mr. Cheung Kwong Kwan, Mr. Ho Yin Sang, Ms. Cheung Wai Lin, Stephanie, Mr. Cheung Ka Shing, Mr. Chen Maosheng, Mr. Cheung Ming Man, Dr. Chong Kin Ki, Mr. Leung Tai Chiu and Mr. Chan Wing Kee.

Additional information on Kingboard Laminates and Kingboard Holdings can be found at their websites at <http://www.kblaminates.com> and <http://www.kingboard.com>, respectively.

APPENDIX 3 – INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP

3. SUMMARY OF FINANCIAL PERFORMANCE

A summary of the audited consolidated income statements of the Kingboard Holdings Group for FY2016, FY2017 and FY2018 is set out in the table below.

The summary is extracted from, and should be read in conjunction with, the consolidated financial statements of the Kingboard Holdings Group for FY2016, FY2017 and FY2018, which are available at <http://www.kingboard.com>.

	Financial year ended 31 December 2016 (HK\$'000) (Audited)	Financial year ended 31 December 2017 (HK\$'000) (Audited)	Financial year ended 31 December 2018 (HK\$'000) (Audited)
Revenues	35,830,320	43,159,473	45,994,419
Cost of sales and services rendered	(28,613,700)	(33,243,202)	(35,691,963)
Gross Profit	7,216,620	9,916,271	10,302,456
Other income, gains and losses	619,069	344,168	169,786
Distribution costs	(1,035,873)	(1,149,527)	(1,199,959)
Administrative costs	(1,727,765)	(1,706,910)	(1,959,820)
Loss on fair value changes of equity instruments at fair value through profit or loss	–	–	(148,297)
Gain on disposal of debt instruments at fair value through other comprehensive income	–	–	3,578
Gain on fair value changes of investment properties	21,286	54,284	174,896
Gain on disposal of available-for-sale investments	465,247	1,153,015	–
Gain on disposal of subsidiaries	2,121,238	–	2,089,808
Share-based payments	(20,910)	(3,136)	–
Impairment loss recognised on available-for-sale investments	(27,764)	(34,152)	–
Finance costs	(403,074)	(311,919)	(589,222)
Share of results of joint ventures	–	–	86,515
Share of results of associates	9,152	103,267	192,169
Profit before taxation	7,237,226	8,365,361	9,121,910
Income tax expense	(1,075,209)	(1,531,177)	(2,051,710)
Profit for the year	6,162,017	6,834,184	7,070,200
Profit for the year attributable to:			
Owners of the Company	5,026,831	5,593,434	6,075,760
Non-controlling interests	1,135,186	1,240,750	994,440
	6,162,017	6,834,184	7,070,200
	(HK\$)	(HK\$)	(HK\$)
Net earnings per share			
Basic	4.889	5.363	5.692
Diluted	4.875	5.314	5.655
Net dividends per share	1.3	1.6	1.8

APPENDIX 3 – INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP

4. STATEMENT OF ASSETS AND LIABILITIES

A summary of the audited consolidated balance sheets of the Kingboard Holdings Group as at end FY2016, FY2017 and FY2018 is set out in the table below.

The summary is extracted from, and should be read in conjunction with, the consolidated financial statements of the Kingboard Holdings Group for FY2016, FY2017 and FY2018, which are available at <http://www.kingboard.com>.

	31 December 2016 (HK\$'000) (Audited)	31 December 2017 (HK\$'000) (Audited)	31 December 2018 (HK\$'000) (Audited)
Non-current assets			
Investment properties	15,368,824	17,151,915	16,925,863
Properties, plant and equipment	13,545,102	14,529,533	14,879,768
Prepaid lease payments	874,668	931,029	1,539,781
Other non-current assets	–	691,213	–
Goodwill	2,288,149	2,288,149	2,467,076
Intangible asset	–	–	27,000
Interests in associates	1,959,874	504,090	540,681
Interests in joint ventures	–	–	2,466,504
Equity instruments at fair value through profit or loss	–	–	1,291,534
Equity instruments at fair value through other comprehensive income	–	–	164,124
Debt instruments at fair value through other comprehensive income	–	–	8,876,637
Available-for-sale investments	6,537,266	5,746,584	–
Entrusted loans	882,944	788,860	605,789
Deposits paid for acquisition of properties, plant and equipment	90,940	485,451	332,890
Deferred tax assets	3,347	3,768	3,653
Total non-current assets	41,551,114	43,120,592	50,121,300
Current assets			
Inventories	1,779,065	2,115,557	2,956,116
Properties held for development	15,810,227	15,637,824	20,023,136
Trade and other receivables and prepayments	6,946,775	11,763,029	8,514,957
Bills receivables	3,182,724	5,036,119	4,545,599
Debt instruments at fair value through other comprehensive income	–	–	78,195
Available-for-sale investments	–	778,986	–

APPENDIX 3 – INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP

	31 December 2016 (HK\$'000) (Audited)	31 December 2017 (HK\$'000) (Audited)	31 December 2018 (HK\$'000) (Audited)
Other current assets	645,931	–	659,429
Prepaid lease payments	21,809	24,363	38,410
Taxation recoverable	10,294	7,964	19,873
Bank balances and cash	6,472,614	8,113,756	7,473,324
	34,869,439	43,477,598	44,309,039
Assets classified as held for sale	–	1,696,193	–
Total current assets	34,869,439	45,173,791	44,309,039
Current liabilities			
Trade and other payables	6,809,624	9,569,089	6,424,456
Bills payables	170,224	691,834	512,566
Deposits received from pre-sale of residential units	7,334,955	3,551,562	–
Contract liabilities	–	–	3,448,068
Taxation payable	528,938	886,418	1,167,261
Bank borrowings – amount due within one year	7,849,588	5,290,745	7,254,600
Total current liabilities	22,693,588	19,989,648	18,806,951
Net current assets	12,176,110	25,184,143	25,502,088
Total assets less current liabilities	53,727,224	68,304,735	75,623,388
Non-current liabilities			
Deferred tax liabilities	759,988	783,418	731,036
Bank borrowings – amount due after one year	9,014,564	13,797,597	20,259,081
	9,774,552	14,581,015	20,990,117
Net assets	43,952,672	53,723,720	54,633,271
Capital and reserves			
Share capital	103,840	106,645	108,315
Reserves	37,483,164	45,932,874	47,224,670
Equity attributable to owners of the Company	37,587,004	46,039,519	47,332,985
Non-controlling interests	6,365,668	7,684,201	7,300,286
Total equity	43,952,672	53,723,720	54,633,271

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, other than for the making of the Offer and save as disclosed in this Offer Document and for information on the Kingboard Holdings Group which is publicly available, there has not been, to the knowledge of the Kingboard Holdings Group, any material change in the financial position or prospects of the Kingboard Holdings Group since 31 December 2018, being the date of the last audited consolidated financial statements of the Kingboard Holdings Group laid before its shareholders in general meeting.

APPENDIX 3 – INFORMATION ON THE OFFEROR AND THE KINGBOARD HOLDINGS GROUP

6. SIGNIFICANT ACCOUNTING POLICIES

The audited consolidated financial statements of the Kingboard Holdings Group have been prepared in accordance with Hong Kong Financial Reporting Standards. The significant accounting policies of the Kingboard Holdings Group are set out in the notes of the financial statements of the audited consolidated financial statements of the Kingboard Holdings Group for FY2018, which significant accounting policies are set out in **Appendix 4**.

7. CHANGES IN ACCOUNTING POLICIES

The changes in the significant accounting policies of the Kingboard Holdings Group are disclosed in Note 2 of the audited consolidated financial statements of the Kingboard Holdings Group for FY2018. Save as disclosed above and in publicly available information on the Kingboard Holdings Group, as at the Latest Practicable Date:

- (i) there are no significant accounting policies or any matter from the notes of the audited consolidated financial statements of the Kingboard Holdings Group which are of any major relevance for the interpretation of the audited consolidated financial statements of the Kingboard Holdings Group; and
- (ii) there are no changes in the accounting policies of the Kingboard Holdings Group which will cause the financial information disclosed in this Offer Document to not be comparable to a material extent.

8. REGISTERED OFFICE

The registered office of the Offeror is at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

APPENDIX 4 – SIGNIFICANT ACCOUNTING POLICIES OF THE KINGBOARD HOLDINGS GROUP

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by Hong Kong Institute of Certified Public Accountants.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- (a) has power over the investees;
- (b) is exposed, or has rights, to variable returns from its involvement with the investees; and
- (c) has the ability to use its power to affect its returns.

APPENDIX 5 – INFORMATION ON THE COMPANY

1. DIRECTORS

The names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are set out below:

<u>Name</u>	<u>Address</u>	<u>Designation</u>
Lam Ka Po	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Executive Director and Chairman
Cheung Kwok Ping	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Executive Director
Ho Yin Sang	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Non-Executive Director
Ong Tiong Wee	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Independent Non-Executive Director
Chim Hou Yan	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Independent Non-Executive Director

2. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

The Company was incorporated in Bermuda and is listed on the Main Board of the SGX-ST. It is an investment holding company, and its subsidiaries are engaged in the manufacture and trading of polyvinyl butyral and related products and licensing business.

As at the Latest Practicable Date, the authorised share capital of the Company is US\$200,000,000 and the issued share capital is US\$72,250,000, comprising 722,500,000 ordinary Shares of a par value of US\$0.10 each.

There is no restriction in the memorandum of association and bye-laws of the Company on the right to transfer any Shares, which has the effect of requiring Shareholders, before transferring them, to first offer them for purchase to other Shareholders or to any other person.

APPENDIX 5 – INFORMATION ON THE COMPANY

3. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and information on the Company which is publicly available, there has not been, to the knowledge of the Offeror, any material change in the financial position or prospects of the Company since the date of the last audited consolidated financial statements of the Company laid before the Company in general meeting.

4. REGISTERED OFFICE

The registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

APPENDIX 6 – DISCLOSURES OF HOLDINGS AND DEALINGS IN SHARES

1. Shares held by the Relevant Persons as at the Latest Practicable Date are set out below:

Name	Direct Interest		Indirect Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Offeror ⁽²⁾	547,355,321	75.76	87,714,300	12.14
Kingboard Laminates ⁽³⁾	–	–	635,069,621	87.90
Jamplan (BVI) Limited ⁽⁴⁾	–	–	635,489,621	87.96
Kingboard Holdings ⁽⁴⁾	–	–	635,489,621	87.96
Hallgain Management Limited ⁽⁵⁾	–	–	635,489,621	87.96
Ho Yin Sang ⁽⁶⁾	–	–	2,000	0.00

Notes:

1. Calculated based on a total of 722,500,000 Shares in issue as at the Offer Announcement Date.
 2. The Offeror is deemed to have an interest in the 87,714,300 Shares held by its subsidiary, Kingboard Laminates, directly and through nominees.
 3. The Offeror is 100% held by Kingboard Laminates.
 4. Kingboard Laminates is 66.84% held by Jamplan (BVI) Limited (“**Jamplan**”) and 2.48% held by Kingboard Holdings. Jamplan is a wholly-owned subsidiary of Kingboard Holdings. Jamplan’s subsidiary, Kingboard Investments Limited, also holds directly 420,000 Shares.
 5. Hallgain Management Limited has approximately 39.02% shareholding interest in Kingboard Holdings.
 6. Mr Ho Yin Sang, a director of the Company and Kingboard Holdings, has a deemed interest in 2,000 Shares via his spouse, Mdm Cheung Wai Kam.
2. None of the Relevant Persons has dealt in Shares during the period commencing three months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

APPENDIX 7 – GENERAL INFORMATION

1. DISCLOSURES OF INTERESTS

1.1 No Agreement having any Connection with or Dependence upon the Offer

As at the Latest Practicable Date, save as disclosed in this Offer Document, there is no agreement, arrangement or understanding between (a) any Relevant Person and (b) any of the present or recent directors of the Company, or the present or recent Shareholders, having any connection with or dependence upon the Offer.

1.2 Transfer of Offer Shares

As at the Latest Practicable Date, save as disclosed in this Offer Document, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired pursuant to the Offer will or may be transferred to any other persons. The Offeror also reserves the right to transfer any of the Offer Shares to any of its related companies (by virtue of Section 6 of the Companies Act deemed to be related to the Company) or to any party acting in concert with the Offeror or for the purpose of granting security in favour of financial institutions and/or persons which have extended credit facilities and/or financing to it.

1.3 No Payment or Benefit to Directors of the Company

As at the Latest Practicable Date, to the best knowledge of the Offeror, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the Company or its related corporations (by virtue of Section 6 of the Companies Act deemed to be related to the Company) as compensation for loss of office or otherwise in connection with the Offer.

1.4 No Agreement Conditional upon Outcome of Offer

As at the Latest Practicable Date, there is no agreement, arrangement or understanding made between (a) any Relevant Person and (b) any of the directors of the Company or any other person, in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.

1.5 No Indemnity and other Arrangements

As at the Latest Practicable Date, save as publicly disclosed, to the best knowledge of the Offeror, none of the Relevant Persons has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or refrain from dealing in the Shares.

1.6 Transfer Restrictions

There is no restriction in the memorandum of association and bye-laws of the Company on the right to transfer any Offer Shares, which has the effect of requiring the holders of such Offer Shares before transferring them, to offer them for purchase by members of the Company or any other person.

APPENDIX 7 – GENERAL INFORMATION

1.7 Director's Service Contracts

As at the Latest Practicable Date, there is no agreement arrangement or understanding between the Offeror Concert Group and any director of the Offeror, whereby the emoluments received by the directors of the Offeror will be affected as a consequences of the Offer or any other associated relevant transaction.

2. MATERIAL CHANGE IN INFORMATION

Save as disclosed in this Offer Document or otherwise publicly disclosed, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

3. GENERAL

3.1 Costs and Expenses

All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the FAA and/or the FAT (other than professional fees and other costs relating to the Offer or any revision thereof incurred by the Company) and stamp duty and transfer fees (if any) resulting from acceptances of the Offer, will be paid by the Offeror.

3.2 Consent

UOB Kay Hian Private Limited has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and all references thereto in the form and context in which they appear in this Offer Document.

4. MARKET QUOTATIONS

4.1 Closing Prices

The following table sets out the closing prices of the Shares on the SGX-ST (as reported by Reuters), as well as the corresponding premium represented by the Offer Price, on:

- (a) 11 April 2019 (being the Latest Practicable Date);
- (b) 1 April 2019 (being the Last Traded Date); and

APPENDIX 7 – GENERAL INFORMATION

- (c) on a monthly basis from October 2018 to March 2019 (being the end of each of the six calendar months preceding the Offer Announcement Date or the last date on which the Shares were traded prior to the end of the relevant calendar month).

	Closing Price^{(1), (2)} (S\$)	Premium represented by the Offer Price⁽³⁾ (%)
11 April 2019 (being the Latest Practicable Date)	S\$0.600	0.0%
1 April 2019, being the Last Traded Date	S\$0.550	9.1%
31 March 2019	S\$0.535	12.1%
28 February 2019	S\$0.480	25.0%
31 January 2019	S\$0.440	36.4%
31 December 2018	S\$0.445	34.8%
30 November 2018	S\$0.440	36.4%
31 October 2018	S\$0.445	34.8%

Notes:

- (1) Based on data extracted from Reuters.
(2) The figures are rounded to the nearest three decimal places.
(3) The figures are rounded to the nearest one decimal place.

4.2 Highest and Lowest Closing Prices

The highest and lowest closing prices of the Shares on the SGX-ST (as reported by Reuters) during the period commencing six months prior to the Offer Announcement Date and ending on the Latest Practicable Date are S\$0.600 and S\$0.430 respectively.

The highest closing price was first transacted on 5 April 2019 and the lowest closing price was first transacted on 8 February 2019.

5. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the business office of the Receiving Agent at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896, during normal business hours on any Business Day while the Offer remains open for acceptance:

- (a) the Offer Announcement;
- (b) the memorandum and articles of association of the Offeror;
- (c) the audited consolidated financial statements of the Kingboard Holdings Group for FY2016, FY2017 and FY2018; and
- (d) the letter of consent of UOB Kay Hian Private Limited referred to in paragraph 3.2 of this **Appendix 7**.

