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 Changi Beach Club, Beach Lodge Function Room, 2 Andover Road, Singapore 509984 on Friday, April 25, 2014 at 9:30 a.m. to transact the following business:

As Ordinary Business

1. To consider and adopt the Directors' Report and Financial Statements for the year ended December 31, 2013 together with the Auditors' Report thereon. **Resolution 1**
2. To approve the payment of Directors' Fees of HK$436,000/– for the year ended December 31, 2013. (2012: HK$380,000/–) **Resolution 2**
3. To re-elect Mr Ho Yin Sang, the Director retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws. **Resolution 3**
4. To re-elect Mr Ong Tiong Wee, the Director retiring pursuant to Bye-Law 86(1) of the Company's Bye-Laws. *[see note 3]* **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 Resolution 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 10, 2014

Notes:

1. With the exception of The Central Depository (Pte) Limited who may appoint more than two proxies, a member who holds two or more shares and entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead. The instrument appointing a proxy must be deposited at the office of the Share Transfer Agent of the Company in Singapore, Intertrust Singapore Corporate Services Pte. Ltd., at **3 Anson Road, #27-01 Springleaf Tower, Singapore 079909**, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. A proxy need not also be a member.
2. **Persons holding shares in the capital of the Company through The Central Depository (Pte) Limited are reminded that the Proxy Forms appointing themselves as proxies must similarly be deposited not less than 48 hours before the time of the meeting in order for such persons to be able to attend and/or vote at such meeting.**
3. Mr Ong Tiong Wee will, upon re-election, continue to serve as Chairman of the Audit Committee and member of the Remuneration and Nominating Committees of the Company. Mr Ong is a Non-Executive Director of the Company and is considered independent by the Board of Directors of the Company.

STATEMENTS PURSUANT TO BYE-LAW 58(2) 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.