OFFER DOCUMENT DATED 20 MARCH 2017

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.

Religare is acting for and on behalf of the Offeror and does not purport to advise the shareholders of the Company or any other person. In preparing its letter to Shareholders on behalf of the Offeror, Religare 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

RELIGARE | INVESTMENT BANKING AND SECURITIES
Values that bind

Religare Capital Markets Corporate Finance Pte. Limited

(Company Registration No. 200723018H)
(Incorporated in the Republic of Singapore)

for and on behalf of

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 17 APRIL 2017 OR SUCH OTHER DATE(S) AS MAY BE ANNOUNCED BY OR ON BEHALF OF THE OFFEROR FROM TIME TO TIME.

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

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DEFINITIONS

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

"**1H**"	:	Half year ended or ending 30 June
"**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 17 April 2017 (or such other date(s) as may be announced by or on behalf of the Offeror from time to time), 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, a company incorporated in Bermuda with its shares listed on the Main Board of SGX-ST
"**Company Securities**"	:	Convertible securities, warrants, options or derivatives in respect of Shares or securities which carry voting rights in the Company
"**Despatch Date**"	:	20 March 2017, 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
"**FY**"	:	Financial year ended or ending 31 December
"**Group**"	:	The Company and its subsidiaries

"**HK**"	:	Hong Kong Special Administrative Region of the People's Republic of China
"**HK$**"	:	Hong Kong dollars, being the lawful currency of Hong Kong
"**Kingboard Chemical**"	:	Kingboard Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
"**Kingboard Chemical Group**"	:	Kingboard Chemical and its subsidiaries
"**Kingboard Laminates**"	:	Kingboard Laminates Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
"**Last Traded Day**"	:	27 February 2017, being the last trading day preceding the release of the Offer Announcement
"**Latest Practicable Date**"	:	14 March 2017, 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 Religare, for and on behalf of the Offeror, on the Offer Announcement Date
"**Offer Announcement Date**"	:	3 March 2017, 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$0.40 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, incorporated in the British Virgin Islands, a wholly-owned subsidiary of Kingboard Laminates
"**Offeror Concert Group**"	:	The Offeror and parties acting or presumed to be acting in concert with the Offeror
"**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)
"**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**"	:	Each of the Offeror Concert Group and Religare
"**Religare**"	:	Religare Capital Markets Corporate Finance Pte. Limited
"**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$0.10 each in the capital of the Company
"**SIC**"	:	The Securities Industry Council of Singapore
"**Singapore Share Transfer Agent**"	:	Intertrust Singapore Corporate Services Pte. Ltd.
"**S$**" 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

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 nor Religare 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.

Religare Capital Markets Corporate Finance Pte. Limited
(Company Registration No. 200723018H)
(Incorporated in the Republic of Singapore)

20 March 2017

To: Shareholders of the Company

Dear Sir/Madam

VOLUNTARY UNCONDITIONAL CASH OFFER

1. INTRODUCTION

Reference is made to the Offer Announcement.

This Offer Document contains the formal offer by Religare, for and on behalf of the Offeror, for the Offer Shares. **Shareholders are urged to read this Offer Document carefully and properly consider this Offer.**

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.

2.2 Offer Price

The Offer will be made at **S$0.40 in cash** for each Offer Share.

2.3 Rights and Encumbrances

The Offer Shares will be acquired:

(a) fully paid;

(b) free from all Encumbrance; and

(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 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 at least 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.

The Offer will close at 5:30 p.m. (Singapore time) on 17 April 2017 (or such other date(s) as may be announced by or on behalf of the Offeror from time to time), being the Closing Date.

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).

7. INFORMATION ON THE OFFEROR AND KINGBOARD CHEMICAL GROUP

Information on the Offeror and Kingboard Chemical 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 THE 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 and, ultimately, to privatise 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 over the last twelve-month period up to the Offer Announcement Date. The Offer Price represents an approximate 17.6% premium above the closing price on the Last Traded Day, and an approximate 28.3%, 32.9%, 39.5% and 49.1% 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

The Offeror currently has no intentions to (a) introduce any major changes to the existing business or management of the Group, (b) discontinue the employment of the employees of the Group, or (c) re-deploy any of the fixed assets of Group, other than in the ordinary course of business. The Offeror however retains the flexibility at any time to consider any options or opportunities in relation to the Group which may present themselves and which the Offeror may regard to be in the best interests of the Offeror or the Group.

11. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premia or discount 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/ (Discount)
Last transaction price on 14 March 2017, being the Latest Practicable Date	S$0.415	(3.6%)
Last traded price per Share on 27 February 2017, being the Last Traded Day	S$0.340	17.6%

Reference Date/Period	Reference Price[(2)]	Offer Price Premium/ (Discount)
VWAP[(1)] per Share for the one-month period prior to and including the Last Traded Day	S$0.312	28.3%
VWAP per Share for the three-month period prior to and including the Last Traded Day	S$0.301	32.9%
VWAP per Share for the six-month period prior to and including the Last Traded Day	S$0.287	39.5%
VWAP per Share for the 12-month period prior to and including the Last Traded Day	S$0.268	49.1%

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.

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 Companies Act 1981 of Bermuda ("**Bermuda Companies Act**"), where an offeror has, within four months after the making of an offer under a scheme or contract:

(a) obtained acceptances from shareholders holding not less than 90% 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 will 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 comprise 90% 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 shareholder gives an Offeree Notice with respect to any shares in the Target, the offeror will 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 will 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

Religare, as financial adviser to the Offeror in relation to the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptances 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 476,900,900 Shares, comprising approximately 66.01% 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) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise; (b) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or (c) 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.

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, each of the Offeror and Religare 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 Religare, CDP and the Singapore Share Transfer 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 and Religare 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.

Each of the Offeror and Religare 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 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.

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

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 Singapore Share Transfer Agent, Intertrust Singapore Corporate Services Pte. Ltd. at 77 Robinson Road, #13-00 Robinson 77, Singapore 068896 or (b) CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588. 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 Singapore Share Transfer 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 and Religare 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

Each of the Offeror and Religare 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

Each of the Offeror and Religare reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them 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.

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

Religare is acting for and on behalf of the Offeror in connection with the Offer and does not purport to advise the Shareholders or any other person. In preparing its letter to Shareholders on behalf of the Offeror, Religare has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

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 Chemical (including any 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 Chemical 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
Religare Capital Markets Corporate Finance Pte. Limited

For and on behalf of
Excel First Investments Limited
卓先投資有限公司

20 March 2017

APPENDIX 1 – DETAILS OF THE OFFER

1. DURATION OF THE OFFER

The Offer is open for acceptance by Shareholders for at least 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.

The Offer will close at 5:30 p.m. (Singapore time) on 17 April 2017 (or such other date(s) as may be announced by or on behalf of the Offeror from time to time), being the Closing Date.

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 before the Offer closes, 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 Section 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.

3.3 Valid Acceptances of Shares

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, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588; 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.

Such notice of withdrawal shall be effective only when actually received by the Offeror.

Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional and complying with Rule 28.1 of the Code.

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 an FAA.

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. Please note that you must insert the number of Offer Shares you wish to accept in the FAA and that 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 as at 5:00 p.m. (Singapore time) 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 already standing to the credit of the "Free Balance" of your Securities Account as at 5:00 p.m. (Singapore time) on the 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;

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

(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, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588; 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,

so as in either case 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, it is your responsibility to affix adequate postage on the enclosed pre-addressed envelope.

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 by ordinary post to their mailing address as recorded with CDP.

1.2 Depositors whose Securities Accounts will be credited with Offer Shares

If you have purchased Offer Shares on the SGX-ST after the Despatch Date 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 an FAA.

If you wish to accept the Offer, 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, 9 North Buona Vista Drive, #01/19-20 The Metropolis, Singapore 138588; 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,

so as in either case 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, it is your responsibility to affix adequate postage on the enclosed pre-addressed envelope.

1.3 Rejection

If upon receipt by CDP 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 (for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected and none of CDP, Religare and the Offeror (including, for the avoidance of doubt, any of the Offeror's related entities) accepts any responsibility or liability for the consequences of such a rejection.

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 5:00 p.m. (Singapore time) on the Date of Receipt or 5:30 p.m. (Singapore time) on the Closing Date (if the Date of Receipt falls on the Closing Date). None of CDP, Religare and the Offeror (including, for the avoidance of doubt, any of the Offeror's related entities) accepts any responsibility or liability for the consequences of such a rejection.

1.4 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. The provisions set out above shall apply mutatis mutandis to your acceptance of the Offer in respect of such additional Offer Shares.

1.5 Acceptance via SGX-SSH service

Depository Agents may accept the Offer via the SGX-SSH 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.

1.6 General

All communications, notices, documents and remittances to be delivered or sent to you will be sent by ordinary post to your address as it appears in the records of CDP, at your own risk. No acknowledgements will be given for all submissions made. 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 (a) online if you have registered for the CDP Internet Access Service or (b) through CDP Phone Service if you have a T-PIN.

1.7 Suspense Account

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 a "Suspense Account". Such Offer Shares will be held in the "Suspense Account" until the consideration for such Offer Shares has been despatched to you.

1.8 Notification

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 in S$ drawn on a bank in Singapore for the appropriate amount, by ordinary post to your mailing address as it appears in the records of CDP at your own risk, or in such other manner as you may have agreed with CDP for the payment of any cash distributions.

1.9 No Securities Account

If you do not have any 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),

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 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 Singapore Share Transfer Agent.

3.2 Disclaimer and Discretion

The Offeror, Religare, CDP and/or the Singapore Share Transfer 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, Religare, CDP or the Singapore Share Transfer Agent accepts any responsibility or liability in relation to such a decision, including the consequences of such a decision.

Each of the Offeror and Religare reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place(s) determined by them 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 Section 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 Singapore Share Transfer 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 Singapore Share Transfer Agent and/or the Offeror, as the case may be, shall be conclusive evidence in favour of CDP and/or the Singapore Share Transfer 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.

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).

1. DIRECTORS

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

Name	Address	Designation
Cheung Kwok Wa	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Director
Cheung Kwok Ping	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	Director
Cheung Ka Ho	c/o Intertrust Singapore Corporate Services Pte. Ltd., 77 Robinson Road, #13-00 Robinson 77, Singapore 068896	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 Latest Practicable Date, the Offeror has issued only 1 share with a par value of US$1.00 per share. As at the Latest Practicable Date, the directors of the Offeror ("**Directors**") are Mr. Cheung Kwok Wa, Mr. Cheung Kwok Ping and Mr. Cheung Ka Ho.

The Offeror is a wholly-owned subsidiary of Kingboard Laminates, which is listed on The Stock Exchange of Hong Kong Limited. As at the Latest Practicable 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 72.59% owned subsidiary of Kingboard Chemical, and also listed on The Stock Exchange of Hong Kong Limited. The Kingboard Chemical Group has business activities ranging from manufacture and sale of, among others, laminates, printed circuit boards, chemicals, liquid crystal displays and magnetic products, and property development and investment. As at the Latest Practicable Date, the directors of Kingboard Chemical 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, Dr. Cheng Wai Chee, Christopher, Mr. Cheung Ming Man, Dr. Chong Kin Ki and Mr. Leung Tai Chiu.

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

3. SUMMARY OF FINANCIAL PERFORMANCE

A summary of the audited consolidated income statements of the Kingboard Chemical Group for FY2013, FY2014 and FY2015 and unaudited consolidated income statements of the Kingboard Chemical Group for 1H2016 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 Chemical Group for FY2013, FY2014, FY2015 and 1H2016, which are available at http://www.kingboard.com.

	Six months ended 30 June 2016 (HK$'000) (Unaudited)	Financial year ended 31 December 2015 (HK$'000) (Audited)	Financial year ended 31 December 2014 (HK$'000) (Audited)	Financial year ended 31 December 2013 (HK$'000) (Audited)
Revenues	18,320,841	32,788,186	35,905,766	35,683,457
Cost of sales and services rendered	(14,726,243)	(27,992,732)	(31,308,307)	(31,025,972)
Gross Profit	3,594,598	4,795,454	4,597,459	4,657,485
Other income, gains and losses	208,988	589,136	534,566	419,000
Distribution costs	(489,534)	(1,026,218)	(984,007)	(942,139)
Administrative costs	(838,051)	(1,616,485)	(1,644,319)	(1,495,885)
Gain on fair value changes of investment properties	–	267,085	1,381,549	1,406,679
Gain on disposal of available-for-sale investments	113,027	345,692	206,884	144,901
Share-based payments	(13,513)	(62,764)	(7,398)	(44,756)
Impairment loss recognised on properties, plant and equipment	–	–	(303,074)	–
Impairment loss recognised on available-for-sale investments	(101,681)	(314,293)	–	–
Finance costs	(212,032)	(439,779)	(444,995)	(479,661)
Share of results of associates	(7,205)	(15,269)	176,956	234,349
Profit before taxation	2,254,597	2,522,559	3,513,621	3,899,973
Income tax expense	(533,505)	(569,464)	(692,615)	(608,350)
Profit for the period/year	**1,721,092**	**1,953,095**	**2,821,006**	**3,291,623**
Profit for the period/year attributable to:				
Owners of the Company	1,505,974	1,650,323	2,536,800	2,961,409
Non-controlling interests	215,118	302,772	284,206	330,214
	1,721,092	1,953,095	2,821,006	3,291,623

4. STATEMENT OF ASSETS AND LIABILITIES

A summary of the audited consolidated balance sheets of the Kingboard Chemical Group as at end FY2013, FY2014 and FY2015 and unaudited consolidated balance sheet of the Kingboard Chemical Group as at end 1H2016 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 Chemical Group for FY2013, FY2014, FY2015 and 1H2016, which are available at http://www.kingboard.com.

	30 June 2016 (HK$'000) (Unaudited)	31 December 2015 (HK$'000) (Audited)	31 December 2014 (HK$'000) (Audited)	31 December 2013 (HK$'000) (Audited)
Non-current assets				
Investment properties	10,624,873	10,876,251	10,192,857	7,700,029
Properties, plant and equipment	14,628,282	15,660,817	17,451,622	18,201,741
Prepaid lease payments	890,812	912,439	979,178	1,018,926
Other non-current assets	676,040	689,670	732,430	734,889
Goodwill	2,288,149	2,288,149	2,288,149	2,288,149
Interests in associates	2,037,818	2,086,039	1,370,686	677,650
Available-for-sale investments	4,545,003	2,403,069	3,258,454	4,250,508
Entrusted loans	1,080,123	1,193,072	1,442,509	1,405,331
Deposits paid for acquisition of properties, plant and equipment	360,672	311,866	415,171	–
Non-current deposits	–	–	–	505,609
Deferred tax assets	4,264	3,420	4,862	4,750
Total non-current assets	37,136,036	36,424,792	38,135,918	36,787,582
Current assets				
Inventories	2,067,845	2,287,118	2,801,004	3,145,193
Properties held for development	17,815,709	19,228,370	19,148,646	17,387,531
Trade and other receivables and prepayments	8,327,413	7,849,134	8,819,189	8,799,141
Bills receivables	2,498,675	2,017,736	2,112,632	2,302,770
Prepaid lease payments	25,438	25,086	27,799	28,135
Taxation recoverable	24,542	24,890	28,155	46,649
Fixed deposits held at banks with original maturity over three months	–	210,079	–	–
Bank balances and cash	4,574,454	4,853,792	4,559,399	6,363,240
Total current assets	35,334,076	36,496,205	37,496,824	38,072,659

	30 June 2016 (HK$'000) (Unaudited)	31 December 2015 (HK$'000) (Audited)	31 December 2014 (HK$'000) (Audited)	31 December 2013 (HK$'000) (Audited)
Current liabilities				
Trade and other payables	5,864,820	5,927,617	4,847,246	4,623,108
Bills payables	353,243	409,762	771,361	715,412
Deposits received from pre-sale of residential units	5,026,991	3,192,521	4,610,399	3,857,305
Derivative financial instruments	–	–	6,779	–
Taxation payable	582,122	534,181	522,693	603,661
Bank borrowings – amount due within one year	6,558,645	6,241,379	9,803,898	7,172,390
Total current liabilities	18,385,821	16,305,460	20,562,376	16,971,876
Net current assets	16,948,255	20,190,745	16,934,448	21,100,783
Total assets less current liabilities	54,084,291	56,615,537	55,070,366	57,888,365
Non-current liabilities				
Deferred tax liabilities	801,155	805,518	846,072	521,196
Bank borrowings – amount due after one year	11,404,415	14,469,292	12,251,104	16,507,210
	12,205,570	15,274,810	13,097,176	17,028,406
Net assets	**41,878,721**	**41,340,727**	**41,973,190**	**40,859,959**
Capital and reserves				
Share capital	102,560	102,560	102,560	102,560
Reserves	35,752,394	35,143,608	35,573,748	34,055,683
Equity attributable to owners of the Company	**35,854,954**	**35,246,168**	**35,676,308**	**34,158,243**
Non-controlling interests	6,023,767	6,094,559	6,296,882	6,701,716
Total equity	**41,878,721**	**41,340,727**	**41,973,190**	**40,859,959**

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, other than for making of the Offer and save as disclosed in this Offer Document and for information on the Kingboard Chemical Group which is publicly available, there has not been, to the knowledge of Kingboard Chemical Group, any material change in the financial position of the Kingboard Chemical Group since 31 December 2015, being the date of the last audited consolidated financial statements of the Kingboard Chemical Group laid before its shareholders in general meeting.

6. SIGNIFICANT ACCOUNTING POLICIES

The audited consolidated financial statements of the Kingboard Chemical Group have been prepared in accordance with Hong Kong Financial Reporting Standards. The significant accounting policies of the Kingboard Chemical Group are set out in the notes of the financial statements of the audited consolidated financial statements of the Kingboard Chemical Group for FY2015, which significant accounting policies are set out in **Appendix 4**.

7. CHANGES IN ACCOUNTING POLICIES

As at the Latest Practicable Date, there has been no change in the accounting policies of the Kingboard Chemical Group since the date of its audited consolidated financial statements for FY2015 which will cause the figure set out in paragraphs 3 and 4 above to be not 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.

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.

1. DIRECTORS

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

Name	Address	Designation
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 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.

3. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and for 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.

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)	449,002,000	62.15	27,476,900	3.80
Kingboard Laminates(3)	–	–	476,478,900	65.95
Jamplan (BVI) Limited(4)	–	–	476,898,900	66.01
Kingboard Chemical(4)	–	–	476,898,900	66.01
Hallgain Management Limited(5)	–	–	476,898,900	66.01
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 27,476,900 Shares held by its subsidiary, Kingboard Laminates Limited, through nominees.
3. The Offeror is 100% held by Kingboard Laminates.
4. Kingboard Laminates is 69.61% held by Jamplan (BVI) Limited ("**Jamplan**") and 2.98% directly held by Kingboard Chemical. Jamplan is a wholly-owned subsidiary of Kingboard Chemical. Jamplan's subsidiary, Kingboard Investments Limited, also holds directly 420,000 Shares.
5. Hallgain Management Limited has approximately 37.00% shareholding interest in Kingboard Chemical.
6. Mr Ho Yin Sang, a director of the Company and Kingboard Chemical, 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 three-month period immediately preceding 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) the Offeror Concert Group 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 herein, 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 (as defined in the Companies Act) 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 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 (as defined in the Companies Act) 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) the Offeror Concert Group 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 Offeror Concert Group 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.

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 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

Religare 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 Bloomberg L.P.), on:

(a) 14 March 2017 (being the Latest Practicable Date);

(b) 27 February 2017 (being the Last Traded Day); and

(c) on a monthly basis from September 2016 to February 2017 (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$)
14 March 2017, being the Latest Practicable Date	0.415
27 February 2017, being the Last Traded Day	0.340
31 January 2017	0.280
31 December 2016	0.280
30 November 2016	0.290
31 October 2016	0.255
30 September 2016	0.230

Notes:

(1) Based on data extracted from Bloomberg L.P..

(2) The figures are rounded to the nearest three decimal places.

4.2 Highest and Lowest Closing Prices

The highest and lowest closing prices of the Shares on the SGX-ST (as reported by Bloomberg L.P.) during the period commencing six months prior to the Offer Announcement Date and ending on the Latest Practicable Date are S$0.415 and S$0.220 respectively.

The highest closing price was first transacted on 7 March 2017 and the lowest closing price was first transacted on 23 September 2016.

5. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the business office of Religare at 80 Raffles Place, #43-01, UOB Plaza 1, Singapore 048624 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 letter of consent of Religare referred to in Section 3.2 of this **Appendix 7**.