

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingboard Chemical Holdings Limited (“Company”) will be held at Bauhinia Room, 3rd Floor, Regal Riverside Hotel, 34-36, Tai Chung Kiu Road, Shatin, New Territories, Hong Kong on 22 April 2004 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the directors’ report and the auditors’ report thereon for the year ended 31 December 2003.
2. To declare a final dividend.
3. To re-elect directors and to authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. By way of special business, to consider, and if thought fit, to pass each of the following resolutions, with or without modification, as an ordinary resolution:

ORDINARY RESOLUTION

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

茲通告 Kingboard Chemical Holdings Limited (建滔化工集團) (「本公司」) 謹訂於二零零四年四月二十二日上午十時三十分假座香港新界沙田大涌橋路34-36號麗豪酒店三樓紫荊廳召開股東週年大會，討論下列事項：

- 一、 省覽截至二零零三年十二月三十一日止年度之經審核財務報表與董事會報告及核數師報告。
- 二、 宣佈派發末期股息。
- 三、 重選董事及授權董事會釐訂各董事酬金。
- 四、 續聘核數師並授權董事會釐訂其酬金。
- 五、 作為特別事項處理，考慮及酌情通過（不論有否經修訂）下列普通決議案：

普通決議案

[A. **動議：**

- (a) 在本決議案(c)段之規限下，一般及無條件批准本公司董事（「董事」）於有關期間（定義見下文）內，行使本公司所有權力，以配發、發行及買賣本公司之額外股份（「股份」），或可轉換為股份、購股權、認股權證或認購任何股份之類似權利之證券，以及作出或授予可能須行使該等權力之建議、協議及購股權；

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| <p>(b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;</p> | <p>(b) 本決議案(a)段之批准為給予董事會之額外授權，授權董事會於有關期間內，作出或授予可能須於有關期間結束後行使該等權力之建議、協議及購股權；</p> |
| <p>(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:</p> | <p>(c) 本公司董事會依據本決議案(a)段所批准而配發或同意有條件或無條件配發（不論依據購股權或其他原因而配發）之股本總面值，除基於下列原因外，不得超過本決議案通過當日本公司已發行股本總面值之20%：</p> |
| <p>(i) a Rights Issue (as hereinafter defined);</p> | <p>(i) 配售新股（定義見本決議案）；</p> |
| <p>(ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;</p> | <p>(ii) 因本公司之任何認股權證或可轉換為本公司股份之任何證券之認購權或換股權獲行使而發行股份；</p> |
| <p>(iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or</p> | <p>(iii) 因行使採納之購股權計劃或類似安排而授予本公司及／或其任何附屬公司之行政人員及／或僱員購買股份之權利或向彼等發行股份；或</p> |

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(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

(iv) 根據本公司之組織章程細則配發股份以代替全部或部分股份股息之任何以股代息計劃或類似安排，而上述批准亦須受此數額限制；

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) 待本決議案(a)、(b)及(c)段通過後，撤回本決議案(a)、(b)及(c)段所述，過往給予董事目前仍然生效之所有批准；及

(e) for the purpose of this Resolution:

(e) 就本決議案而言：

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier of:

「有關期間」乃指由本決議案通過當日至下列三者之較早日期止之期間：

(i) the conclusion of the next annual general meeting of the Company;

(i) 本公司下屆股東週年大會結束；

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and

(ii) 法例或本公司之組織章程細則規定本公司下屆股東週年大會須予召開之期限屆滿之日；及

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- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

‘Rights Issue’ means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in any territory outside Hong Kong)”

B. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (“Shares”) or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

- (iii) 本公司股東在股東大會上以普通決議案撤回或修改本決議案之日；及

「配售新股」乃指本公司董事會於指定期間，向在某一指定記錄日期名列股東名冊之股份或任何類別股份之持有人，按其持股比例發售股份或該類股份。惟董事會可就有關零碎配額，經考慮任何在香港以外地區法例之限制或責任，或任何認可管制機構或證券交易所之規定後認為必須或權宜之情況下，取消有關權利或作出其他安排。

B. **動議：**

- (a) 在本決議案(b)段之規限下，一般及無條件批准本公司董事會（「董事會」）於有關期間（定義見下文）內，在香港聯合交易所有限公司（「聯交所」）或可供本公司證券上市並獲得證券及期貨事務監察委員會及聯交所根據香港公司股份購回守則就此認可之任何其他證券交易所，根據一切適用法例及規則行使本公司所有權力以購回本公司股份（「股份」）或可兌換為股份之證券；

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| <p>(b) the aggregate nominal amount of the securities which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;</p> | <p>(b) 根據本決議案(a)段之批准於有關期間所獲授權而購回之證券總面值，不得超過於本決議案通過當日本公司已發行股本總面值之10%，而本決議案(a)段之批准亦須受此數額限制；</p> |
| <p>(c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and</p> | <p>(c) 待本決議案(a)及(b)段通過後，撤回本決議案(a)及(b)段所述，過往給予董事目前仍然有效之所有批准；及</p> |
| <p>(d) for the purpose of this Resolution:</p> <p>‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier of:</p> | <p>(d) 就本決議案而言：</p> <p>「有關期間」乃指由本決議案通過當日至下列三者之較早日期止之期間：</p> |
| <p>(i) the conclusion of the next annual general meeting of the Company;</p> | <p>(i) 本公司下屆股東週年大會結束；</p> |
| <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and</p> | <p>(ii) 本公司之組織章程細則或適用法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及</p> |
| <p>(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”</p> | <p>(iii) 本公司股東在股東大會上以普通決議案撤回或修改本決議案之日。</p> |

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C. “**THAT** conditional upon the passing of Resolutions 5A and 5B as set out in the notice convening this Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with shares of the Company pursuant to Resolution numbered 5A above be and is hereby extended by the addition to the aggregate nominal amount of the shares of the Company of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution numbered 5B above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

6. By way of special business, to consider, and if thought fit, to pass the following resolution, with or without modifications, as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the authorised share capital of the Company be and is hereby increased from HK\$80,000,000 divided into 800,000,000 shares of HK\$0.10 each to HK\$120,000,000 divided into 1,200,000,000 shares of HK\$0.10 each by the creation of an additional 400,000,000 new shares of HK\$0.10 each, such new shares to rank pari passu in all respects with the existing issued and unissued shares of HK\$0.10 each in the authorised share capital of the Company.”

C. **動議**待本大會通告所載之第5A項及第5B項決議案獲通過後，擴大根據召開上文第5A項決議案授予董事會配發、發行及買賣股份之一般授權，以納入本公司根據上文第5B項決議案授出之一般授權，購回之本公司股本總面值，惟購回股份之數額不得超過於本決議案通過當日本公司已發行股本總面值之10%。

六、 作為特別事項處理，考慮及酌情通過（不論有否經修訂）下列普通決議案：

普通決議案

「**動議**藉額外增設400,000,000股每股面值0.10港元之新股份，將本公司之法定股本由80,000,000港元（拆分為800,000,000股每股面值0.10港元之股份）增至120,000,000港元（拆分為1,200,000,000股每股面值0.10港元之股份）。該等新股份在各方面均與本公司法定股本中現時已發行及未發行股份享有同等權益。」

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7. By way of special business, to consider, and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

SPECIAL RESOLUTION

“**THAT** the articles of association of the Company be amended as follows:

(a) replacing the definition of “Associate” in Article 2 by the following:

““associate” means the meaning attributed to it by the Designated Stock Exchange.”

(b) by inserting the following new definition of “Designated Stock Exchange” in Article 2:

““Designated Stock Exchange” means a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.”

(c) by inserting the following new definition of “Notice” in Article 2:

““Notice” means written notice unless otherwise specifically stated and as further defined in these Articles.”

(d) subject to the passing of Resolution 6 above, replacing the entire Article 3 with the following:

“The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of HK\$0.10 each.”

七、 作為特別事項處理，考慮及酌情通過（不論有否經修訂）下列特別決議案：

特別決議案

「**動議**本公司組織章程細則修改如下：

(a) 以下文取代第2條「聯繫人士」之定義：

「「聯繫人士」具指定交易所界定之涵義。」

(b) 將以下「指定交易所」之新定義加入第2條：

「「指定交易所」指本公司股份上市或報價之交易所而該交易所視有關上市或報價為本公司股份之第一上市或報價。」

(c) 將以下「通告」之新定義加入第2條：

「「通告」指書面通知（除另行列明者及此等細則進一步界定外）。」

(d) 待通過上文第6號決議案後，以下文取代整個第3條：

「本公司於此等細則生效日期之股本拆分為每股面值0.10港元之股份。」

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| <p>(e) adding the words “provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.” immediately after the word “Company” at the end of Article 13;</p> | <p>(e) 於第13條結尾處之句號前加上「·惟倘已發出股份證書·則不得發出新股份證書以取代遺失者·除非董事在無合理疑問下信納正本已予銷毀」;</p> |
| <p>(f) adding the sentence “Such payment in advance shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.” at the end of Article 24;</p> | <p>(f) 於第24條結尾處加上「上述預付款項並不表示股份持有人可享有其後宣派之股息。」一句;</p> |
| <p>(g) adding the following new Article 46A immediately before Article 47:</p> <p>“Without prejudice to the power of the Company in Article 47 of these Articles, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such cheque or warrant is returned undelivered.”;</p> | <p>(g) 緊於第47條之前新加上以下第46A條:</p> <p>「在不損此等細則中第47條本公司權力之情況下·如股息支票或股息單連續兩次未予兌現·本公司可停止寄出有關支票或單據。然而·如股息支票或股息單首次寄出即未能送達及退回·則本公司亦可行使權力停止寄出有關支票或單據。」;</p> |
| <p>(h) adding the following words at the end of Article 51:</p> <p>“provided that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases and if purchases are by tender, tenders shall be available to all Members alike.”</p> | <p>(h) 於第51條結尾處加上以下字句:</p> <p>「·惟倘本公司為贖回而購入可贖回股份·則非經市場或以投標方式進行之購股須低於本公司經股東大會就一般購股或就特定購股不時釐定之最高價·而如以投標方式購股·則應向全體相類股東招標。」</p> |

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- (i) adding the following new Article 73A immediately after Article 73:

“Where any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;

- (j) by deleting the existing Article 86 in its entirety and replacing therewith the following new Article 86 :

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

- (k) adding the words “Subject to applicable laws, rules and regulations,” at the beginning of Article 98(B);

- (i) 於緊隨第73條之後新加上以下第73A條：

「倘有股東根據指定交易所規則須迴避就某個決議案投票，或被限令投票贊成或反對某個決議案，則由有關股東本身所投或由他人代投之票而有違上述規定或限制者，概不得點算入內。」；

- (j) 刪除整項第86條並由以下之新第86條取代：

「除非獲董事推薦參選，否則概無大會上退任之董事以外之人士合資格在任何股東大會上參選董事，惟倘有正式合格出席大會及在會上投票並在通告表明其提名他人參選意向之股東（不包括獲提名人士）簽署通告，或倘有獲提名人士簽署通告並表明其參選願望，並將通告送交總辦事處或註冊辦事處則作別論，條件是發出通告期限不得少於七日，且提交通告期限須為不早於寄發特為是次選舉召開之股東大會通告翌日起至不遲於上述大會日期前七日止之期間。」

- (k) 於第98(B)條開頭處加上「在符合適用法例、規則及規例之規定下，」字眼：

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- (l) By deleting the existing Articles 98H, I, J and K in their entirety and replacing therewith the following new Articles 98H, I, J and K :

“(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (l) 刪除整項現有第98H、I、J及K條並由以下新第98H、I、J及K條取代：

「(H)各董事不得就旨在批准涉及有關董事或其任何聯繫人士有重大利害關係之合同或安排或任何其他計劃之董事會決議案投票（或計入有關法定人數內），惟此項禁制並不適用於以下事宜：

- (i) 任何有關就應本公司或其任何附屬公司要求或為本公司或其任何附屬公司利益而由有關董事或其任何聯繫人士借出之金錢或招致或承擔之責任向有關董事或其任何聯繫人士提供抵押或賠償保證之合同或安排；
- (ii) 任何有關就本公司或其任何附屬公司之債項或責任（涉及由有關董事或其任何聯繫人士根據擔保或賠償保證或藉提供抵押而單獨或共同承擔全部或部分責任者）向第三方提供抵押或賠償保證之合同或安排；
- (iii) 任何涉及本公司或任何其他公司之股份或債權證或其他證券發售之建議，本公司可加以推廣或享有認購或購買權益，而董事或其聯繫人士因參與發售之包銷或分包銷而於當中擁有或將擁有權益；

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| <p>(iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;</p> | <p>(iv) 任何關乎有關董事或其任何聯繫人士僅因其擁有本公司股份或債權證或其他證券而以與本公司或其任何附屬公司股份或債權證或其他證券其他持有人無異之方式從中有利害關係之合同或安排；</p> |
| <p>(v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or</p> | <p>(v) 任何關乎有關董事或其任何聯繫人士僅因擔任高級人員或行政人員或股東而有利害關係之任何其他公司（不包括有關董事或其任何聯繫人士實益擁有5%或以上已發行股本或任何類別股份投票權之公司，或有關董事或其任何聯繫人士權益來源之任何第三方公司）之合同或安排；或</p> |
| <p>(vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.</p> | <p>(vi) 任何關乎採納、修訂或操作購股權計劃、退休基金或退休計劃、去世或殘疾福利計劃或其他安排，該安排不會因董事或其聯繫人士之身份而將一般應給予與安排有關之僱員之任何優惠或利益給予任何董事或其聯繫人士；</p> |

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- (I) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his/their interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (I) 只要在(但僅只要在)一名董事及/或其聯繫人士(直接或間接)於一間公司(或其/彼等之權益乃透過其所產生之第三者公司)之任何類別權益股本之已發行股份或該公司之股東所獲之投票權中持有或實益擁有百分之五(5%)權益之情況下,則該公司將被視為一間有一名董事及/或其任何聯繫人士於其中合共擁有百分之五(5%)權益之公司。就本段而言,作為被動或託管受託人之一名董事或其任何聯繫人士所持有之任何股份(彼於其中概無擁有實益權益)、於一項信託(當中只要在部分其他人士有權就此收取收入之情況下,則董事或其任何聯繫人士之權益將還原或為剩餘)中之任何股份,以及於一項獲授權之單位信託計劃(其中董事或其聯繫人士僅作為一名單位持有人擁有權益)中之任何股份及不附有股東大會之投票權之任何股份及限制性很高之股息及資本權利之回報將不得計算在內。
- (J) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (J) 倘一間公司於一項交易中擁有重大權益,而一名董事及其任何聯繫人士於該公司中合共擁有百分之五(5%)或以上之權益,則該董事亦將被視為於該項交易中擁有重大權益。

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- (K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”;
- (K) 倘董事會任何會議，對董事（會議主席除外）或其聯繫人士權益之重要性，或對任何董事（會議主席除外）投票之資格產生任何疑問，而該疑問並未以董事自願同意放棄投票解決，則該疑問應提交會議主席，而會議主席對該董事或其聯繫人士之裁決應為最終及具決定性，除非就該董事所知，該董事或其聯繫人士之權益性質或程度並未向董事會適當披露。倘上述所產生之疑問乃與會議主席或其聯繫人士有關，有關疑問應以董事會決議案形式決定（就此而言，會議主席應不計入法定人數），而有關決議案應為最終及具決定性，除非就該主席所知，該主席之權益性質或程度並未向董事會適當披露。】，
- (m) By deleting the existing Article 99(B) in its entirety and replacing therewith the following new Article 99(B) :
- (m) 刪除整項現有第99(B)條並由以下新第99(B)條取代：
- “(B). Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:
- [(B). 如本公司為於香港註冊成立之公司，則除香港法例第32章香港公司條例第157H條（以於採納此等細則當日生效者為準）批准者外，及除法例允許外，本公司不得直接或間接：

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- (i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);
- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or
- (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

- (i) 向董事或本公司任何控股公司董事或彼等各自之聯繫人士（定義見指定交易所規則（如適用））貸款；
- (ii) 就給予董事或上述董事之貸款訂立任何擔保或提供任何抵押；或
- (iii) 倘有一位或以上董事持有（共同或各別或直接或間接）另一公司之控股權益，向該其他公司貸款或就任何人士向該其他公司提供之貸款訂立擔保或提供抵押。

Article 99(B) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

第99(B)條僅於本公司股份在香港聯合交易所有限公司上市期間有效。」

- (n) replacing the word “payable” immediately after the words “twelve years from the date such dividend is” with the word “declared” in Article 132.

- (n) 將第132條「應付股息日期起計十二年」改為「宣派股息日期起計十二年」。

By order of the Board of
Kingboard Chemical Holdings Limited
Lo Ka Leong
 Company Secretary

承董事會命
建滔化工集團
 公司秘書
羅家亮

Hong Kong, 18 March 2004

香港，二零零四年三月十八日

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

Hong Kong Head Office and principal place of business:

5th Floor, Block K
Valiant Industrial Centre
2-12 Au Pui Wan Street
Fo Tan
Shatin
Hong Kong

香港總寫字樓及主要營業地點：

香港
沙田
火炭
坳背灣街2-12號
威力工業中心
五樓K座

Notes:

1. A member of the Company ("Member") entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and in the event of a poll, vote in his stead. A proxy need not be a Member.
2. In order to be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrars in Hong Kong, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. The register of Members will be closed from 20 April 2004 to 22 April 2004 (both days inclusive) during which period no transfers of shares will be registered. In order to qualify for receiving the final dividend, Members are reminded to ensure that all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrars in Hong Kong, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on 19 April 2004.
4. An explanatory statement containing further details in respect of Resolution numbered 5B will be dispatched to Members together with the annual report of the Company for the financial year ended 31 December 2003.

附註：

1. 凡有權出席上述大會及於會上投票之股東均可委任多於一位代表出席及代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同委任人已簽妥之授權書或其他授權文件(如有)或由公證人簽署證明之授權書或授權文件副本,須於大會或其任何續會舉行時間四十八小時前交回香港灣仔告士打道56號東亞銀行港灣中心地下本公司之股份過戶登記處香港分處秘書商業服務有限公司,方為有效。
3. 本公司將於二零零四年四月二十日至二零零四年四月二十二日(包括首尾兩天)暫停股東登記,期間不會辦理股份過戶登記手續。為符合取得末期股息之資格,各股東須於二零零四年四月十九日下午四時前將所有過戶文件連同有關股票交回本公司之香港股份過戶登記處香港分處秘書商業服務有限公司,地址為香港灣仔告士打道56號東亞銀行港灣中心地下,方為有效。
4. 一份載有第5B項決議案其他詳情之說明函件,將刊載於本公司截至二零零三年十二月三十一日止財政年度之年報內。