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KB

建滔化工集團*

*(Incorporated in the Cayman Islands
with limited liability)*

(000014)

KB

建滔積層板控股有限公司

*(Incorporated in the Cayman Islands
with limited liability)*

(000011)

KBCF announced, adopted and entered into the following Share Purchase Agreement (the "SPA") dated 30, 2012 with the Seller, Eca Sec, Ltd. ("Eca Sec"), dated April 1, 2012.

Pursuant to Rule 705 and Rule 920 (1)(a) of the Listing Manual, the Seller, Eca Sec, Ltd. ("Eca Sec"), a public company incorporated in the Cayman Islands, has entered into the SPA with the Buyer, KBCF, a public company incorporated in the Cayman Islands, dated April 1, 2012. The SPA provides for the acquisition of all issued and outstanding shares of Eca Sec, Ltd. by KBCF, at a price of HK\$0.14 per share. The SPA also provides for the acquisition of all issued and outstanding shares of Eca Sec, Ltd. by KBCF, at a price of HK\$0.14 per share.

KBCF holds 64.57% of the issued and outstanding shares of Eca Sec, Ltd. ("Eca Sec"). In addition, KBCF holds 70.48% of the issued and outstanding shares of Eca Sec, Ltd. ("Eca Sec"). KBCF also holds 70.48% of the issued and outstanding shares of Eca Sec, Ltd. ("Eca Sec"). KBCF also holds 70.48% of the issued and outstanding shares of Eca Sec, Ltd. ("Eca Sec").

The above information is provided for identification purposes only. The SPA is subject to the approval of the Shareholders of KBCF.

* For identification purpose only

30, 2012

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	30, 2012 HK\$'000	30, 2011 HK\$'000	%
Revenue	123,472	940,842	-86.88%
Cost of sales	(109,354)	(899,492)	-87.84%
Gross profit	14,118	41,350	-65.86%
Operating expenses	991	2,377	-58.31%
Depreciation	(2,774)	(11,623)	-76.13%
Administrative expenses	(3,806)	(15,380)	-75.25%
Other operating expenses	(685)	(649)	5.55%
Selling and distribution costs	(2,984)		NM
Finance costs			
Interest income			
Interest expense		(2,874)	-100.00%
Profit before tax	4,860	13,201	-63.18%
Income tax expense	(4,062)	(2,640)	53.86%
Profit after tax	798	10,561	-92.44%
Profit attributable to equity holders of the Company:			
Non-controlling interests	(1,158)	9,500	NM
Profit attributable to equity holders of the Company	1,956	1,061	84.35%

NM: Not meaningful

Percentage increase/decrease in assets (liabilities) capital:

	30, 2012 HK\$'000	30, 2011 HK\$'000	%
Operating assets	(991)	(2,377)	-58.31%
Investment assets		2,874	-100.00%
Debt capital	42,351	44,965	-5.81%
Equity capital	270	256	5.47%

1. (C) (i) The following table shows the changes in the assets, liabilities and capital of the Company for the period ended 30 September 2012 compared with the corresponding period ended 30 September 2011.

	30, 2012 HK\$'000	31, 2011 HK\$'000	30, 2012 HK\$'000	31, 2011 HK\$'000
Assets				
Current assets	859,082	553,415		
Trade receivables	93,005	132,357	585	585
Other receivables	31,362	248,347		
Prepaid expenses	1,048	1,107		
Inventory	32,986	33,573		
Total assets	1,017,483	968,799	585	585

	30, 2012 HK\$'000	31, 2011 HK\$'000	30, 2012 HK\$'000	31, 2011 HK\$'000
Interest payable			393,775	393,775
Interest payable	76,357	82,314	31,000	31,000
Dividend payable			858,295	859,595
Interest payable	6,236	6,270		
Prepaid advertising	996,919	1,086,326		
Prepaid interest	43,092	43,870		
Non-current debt		5,245		
Non-current receivable	712,707	712,707		
Goodwill	238	238		
Total non-current assets	1,835,549	1,936,970	1,283,070	1,284,370
	2, 53,032	2, 05,76	1,2 3,655	1,2 4, 55
Dividend payable			2,721	2,721
Borrowable	5,394	3,886		
Trade and other receivable	40,457	89,893		363
Interest receivable	4,073	1,773	38	38
Total current liabilities	49,924	95,552	2,759	3,122
Share capital	560,200	560,200	560,200	560,200
Reserves	2,203,709	2,214,307	720,696	721,633
Equity attributable to owners of the Company	2,763,909	2,774,507	1,280,896	1,281,833
Non-current equity	39,199	35,710		
Total equity	2,803,108	2,810,217	1,280,896	1,281,833
	2, 53,032	2, 05,76	1,2 3,655	1,2 4, 55

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Amount repayable in one year or less, or on demand

	30, 2012		31, 2011
	HK\$'000	HK\$'000	HK\$'000

Amount repayable after one year

	30, 2012		31, 2011
	HK\$'000	HK\$'000	HK\$'000

Details of any collateral

Not applicable.

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	30, 2012	30, 2011
	HK\$'000	HK\$'000

Payable	4,860	13,201
Advances:		
Deferred charges	42,351	44,965
Accounts receivable	270	256
Interest		2,874
Interest	(717)	(648)
Long-term advances		
Interest	551	515
Share	2,984	

	31 March 2012 HK\$'000	30 March 2011 HK\$'000
Operating cash flows	50,299	61,163
Investing cash flows	(11,647)	117,137
Financing cash flows	12,471	(96,697)
Interest income	(3,775)	90,032
Trade and other receivables	(5,008)	(15,446)
Other receivables	(724)	4,977
Cash and cash equivalents	41,616	161,166
Interest receivable	(3,235)	(9,861)
Due from related parties		(7,225)
Interest receivable		(2,874)
Interest received	717	648
Net cash and cash equivalents	39,098	141,854
Interest on bank deposits		(30,000)
Prepaid expenses	(1,315)	(9,580)
Net cash and cash equivalents	(1,315)	(39,580)
Repayment of bank borrowings		(498,855)
New bank borrowings		462,955
Net cash and cash equivalents		(35,900)
Net change in cash and cash equivalents	37,783	66,374
Cash and cash equivalents at the beginning of the year	823,159	294,201
Effect of exchange rate changes on cash and cash equivalents	(1,860)	(857)
Cash and cash equivalents at the end of the year	859,082	359,718

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	31 30, 2012 HK\$'000	30, 2011 HK\$'000	31 30, 2012 HK\$'000	30, 2011 HK\$'000
P () e e d	798	10,561	(155)	(133)
O e c e e e c e ():				
E c a e d e e c e a a a e e a	(8,575)	27,326		
T a c e e e c e () e e d	(7,777)	37,887	(155)	(133)
T a c e e e c e () a b a b e :				
Q e e C a	(9,515)	36,425	(155)	(133)
N -c e e	1,738	1,462		
	(7,777)	37,887	(155)	(133)

[illegible][illegible]

1. 在下列各数中，哪些是正数？哪些是负数？
 2. 在下列各数中，哪些是正数？哪些是负数？
 3. 在下列各数中，哪些是正数？哪些是负数？

The ad _____ e _____ a d e ed FRS a e _____ a e a e ec _____ e G _____
a d C _____ a _____ acc _____ c e .

3	3
1, 2012	1, 2011
30, 2012	30, 2011

Ba ed e e ed a e a e be	-0.16 HK ce	1.31 HK ce
d a e e e		
O a , d , ed ba	-0.16 HK ce	1.31 HK ce

$\frac{d}{dt} \left(\int_{\Omega} u^2 dx + \int_{\Gamma} u^2 d\sigma \right) = -2 \int_{\Omega} u \Delta u dx - 2 \int_{\Gamma} u \nabla_n u d\sigma$

() $\frac{1}{2} \times \frac{1}{2} = \frac{1}{4}$ 1/4

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30,	31,	30,	31,
2012	2011	2012	2011

Ne a e a, e, e, d a, a
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 e, e d 382.55 HK ce 384.01 HK ce 177.29 HK ce 177.42 HK ce

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O be a e B a d D ec , e a , e e e e a c a
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2012 (Q2 2012). A e C a y a c e a d e a e d c
a d a e c e e c e l S e e b e 2011, e e e e c e , a e
c ed () e e c e e c e e e HK\$30 , a e e
c e a a e e w c c e c e d l S e e b e 2011 a d () e
a e y y b y a (PVB) e HK\$93 , a b a c a a e a
e d c PVB w c , e d d c e e c e d a b
a e d y a d b d A a e , e G , e Q2 2012
d e a e d 87% HK\$123 a a e e c d , a e 2011 (Q2 2011)
a d e a b a b e w e e C a y Q2 2012 w a HK\$1.16

D b c Q2 2012 d e a e d 76% c a e d e c e d e d
e a a c a e a a e y HK\$2.77 d e , c w e
a a c e w PVB a e d e , a e . N a c e c a e
a e Q2 2012 a a , a d b a b w w e e e a d a a D e c e b e
31, 2011.

O , a c a c e b e , d . A e e d Q2 2012, e c e
a e a d c e a w e e a a e y HK\$968 a d 20.4 e e c e y .
C e a e a y c e d c a a d b a b a a c e HK\$859 ,
a d e a d e e c e a b e a d e a e HK\$93 , b e c e a b e
HK\$31 a d e e HK\$33 . A e e d Q2 2012, e
C a y e e L I e e H d L ed (L) , a a e
c a y c a e d S a a w a 29.67% . T e , e d e , y a e w e e
a e d a a a e a e e d e e e d .

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A e ed e , y PVB a e w a e a PVB w c , ed
e ced a b a , e d , y a d b , d . A e C e e
e e c , e e c , a e d e c c a d e
a d a d C e e c e w e b e e e a e d e a d a , e a d
b , d c , c w c , e b e b , a d w , d d e ,
d e a d PVB d c . T e G , w c , a d , d c
c a b e a d d c e e c e d e a d d e , e a d a c e
a e a e e d e c C a a e .

On 3 April 2011, a release was made by A. J. & Re L. L. Ltd. in connection with the acquisition of K. J. & Co. (BVI) Ltd., K. J. & Co. Ltd. and K. J. & Co. Ltd. (the "Acquisition"). The release stated that the acquisition was completed on 3 April 2011. The release also stated that the acquisition was completed on 3 April 2011. The release also stated that the acquisition was completed on 3 April 2011.

This release may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economics conditions, shifts in customer demands, customers and partners, and government and policy changes. You are cautioned not to place undue reliance on these forward-looking statements which are based on current view of management on future events.

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(a) *Current Financial Period Reported on*

Are the financial statements for the period reported on the release audited by a qualified auditor? ☐ Yes ☐ No

(b) *Corresponding Period of the Immediately Preceding Financial Year*

Are the financial statements for the immediately preceding financial year audited by a qualified auditor? ☐ Yes ☐ No

(c) *Date Payable*

Not applicable.

(d) *Books closure date*

Not applicable.

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The financial statements for the period reported on the release were prepared in accordance with the accounting standards of the Cayman Islands as at 30 June 2012.

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No cable.

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No cable.

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No cable.

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No cable.

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No cable.

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The C a d e a e a e e e d e a a c a d a e.

We, LAM KA PO and CHEUNG KWOK PING being duly authorised by the Board of Directors of Kingboard Chemical Limited, do hereby confirm that the information contained in the Circular of the Board of Directors of Kingboard Chemical Limited dated 11 October 2012 is true and correct.

On behalf of the Board of Directors,

Director

Director

BY ORDER OF THE BOARD

BY ORDER OF THE BOARD

Company Secretary

Company Secretary

Hong Kong, April 1, 2012

As at the date of this announcement, the board of directors ("Board") of Kingboard Chemical consists of Messrs. Cheung Kwok Wing, Chang Wing Yiu, Cheung Kwong Kwan, Ho Yin Sang, Cheung Wai Lin, Stephanie, Mok Cham Hung, Chadwick and Chen Maosheng, being the executive directors, Mr. Chan Wing Kwan, being the non-executive director and Messrs. Lai Chung Wing, Robert, Cheng Wai Chee, Christopher, Tse Kam Hung and Henry Tan, being the independent non-executive directors.

As at the date of this announcement, the Board of Kingboard Laminates consists of Messrs. Cheung Kwok Wa, Cheung Kwok Keung, Cheung Kwok Ping, Lam Ka Po, Cheung Ka Ho, Chan Sau Chi, Liu Min and Zhou Pei Feng, being the executive directors, Mr. Lo Ka Leong, being the non-executive director, and Messrs. Chan Yue Kwong, Michael, Leung Tai Chiu, Mok Yiu Keung, Peter and Ip Shu Kwan, Stephen, being the independent non-executive directors.