

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



建福集團控股有限公司
KENFORD GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00464)

ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,
RULE 13.09 OF THE LISTING RULES AND
THE INSIDE INFORMATION PROVISIONS

SECOND SUPPLEMENTAL MOU

This announcement is made by Kenford Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 28 April 2017, 2 May 2017, 26 May 2017, 26 June 2017 and 28 June 2017 (the “**Announcements**”), respectively, in respect of the Possible Transaction. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Announcements.

The Board has been informed by the Selling Shareholders that the Selling Shareholders and the Potential Purchaser are in the course of negotiating and finalising the terms of the Formal Agreement in respect of the Possible Transaction and that on 12 July 2017, the Selling Shareholders and the Potential Purchaser entered into a second supplemental memorandum of understanding (“**Second Supplemental MOU**”) and a second

supplemental escrow agreement (“**Second Supplemental Escrow Agreement**”). Pursuant to the Second Supplemental MOU and the Second Supplemental Escrow Agreement, the Agreed Period was extended to 26 July 2017 during which period each of the Selling Shareholders shall not engage in any discussion, negotiation, or enter into any letter of intent or agreement, with any third parties other than the Potential Purchaser in respect of the Possible Transaction, and the escrow period for the deposit was extended accordingly. As at the date of this announcement, no formal or legally binding agreement has been entered into between the Selling Shareholders and the Potential Purchaser in respect of the Possible Transaction.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction, including but not limited to the negotiation and signing of the Formal Agreement, will be made until announcement of (i) firm intention to make an offer under Rule 3.5 of the Takeovers Code or (ii) a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNING: There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. The Possible Transaction, therefore, may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board
KENFORD GROUP HOLDINGS LIMITED
PANG KIT TENG
Company Secretary

Hong Kong, 12 July 2017

As at the date of this announcement, the Board of the Company comprises two executive Directors, namely Mr. Lam Wai Ming (Chairman), Mr. Tam Chi Sang (Managing Director) and three independent non-executive Directors, namely Mr. Chiu Fan Wa, Mr. Choi Hon Keung and Mr. Li Chi Chung.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Website: www.kenford.com.hk