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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Kenford Group Holdings Limited (the “**Company**”) will be held at Unit 1908, 19/F, 9 Queen’s Road Central, Central, Hong Kong on Monday, 27 May 2019 at 11:00 a.m. for the following purposes:

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as a special resolutions of the Company:

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Kenford Group Holdings Limited ” to “China Overseas Nuoxin International Holdings Limited”, and its dual foreign name in Chinese be changed from “建福集團控股有限公司” to “中國海外諾信國際控股有限公司”, with effect from the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands.”

2. “**THAT** subject to the Shareholders passing resolution No.1 above and conditional upon approval by the Registrar of Companies in the Cayman Islands and the new Company names of the Company being entered into the Register of Companies in the Cayman Islands, the Memorandum of Association and the Articles of Association of the Company be amended by replacing all references to the name of the Company with “中國海外諾信國際控股有限公司 China Overseas Nuoxin International Holdings Limited” to reflect the name change of the Company; and the amended and restated Memorandum of Association and the amended and restated Articles of Association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association and the existing Articles of Association of the Company.”
3. “**THAT** each director of the Company (the “**Directors**”) and the registered office provider of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/her/it opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid change of the Company’s name and the amendments to and restatement of the memorandum and articles of association of the Company, to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Kenford Group Holdings Limited
Zhang Huijun
Director

Hong Kong, 3 May 2019

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting.
3. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM if so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
4. To ascertain a member's entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed for registration of transfer of shares of the Company ("Shares") from Tuesday, 21 May 2019 to Monday, 27 May 2019, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 May 2019.
5. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at or after 7:00 a.m. on Monday, 27 May 2019 or if the Hong Kong Observatory has announced at or before 7:00 a.m. on Monday, 27 May 2019 that either of the above mentioned warnings is to be issued within the next two hours, the chairman of the EGM will propose for the EGM to be adjourned to a date which falls within 13 days from Monday, 27 May 2019 if a quorum is present and the adjournment is consented to by the shareholders present. If a quorum is not present, the meeting shall stand adjourned to the same day in the following week. If the meeting is so adjourned, the Company will make announcement as soon as practicable regarding the adjourned meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. As at the date of this announcement, the Board of the Company comprises five executive Directors, namely Mr. Gao Jianbo, Ms. Cai Dongyan, Mr. Zhang Huijun, Ms. Pauline Lam, and Mr. Lin Liangyong, and three independent non-executive Directors, namely Mr. Han Dengpan, Mr. Huang Zhiwei and Mr. Lam Yick Man.

Website: www.kenford.com.hk