



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

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

**(Stock Code: 464) (Warrant Code: 452)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Kenford Group Holdings Limited (the “**Company**”) will be held at Miramar Function Rooms II-III, Basement II, Hotel Miramar, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 7 September 2007 at 10:30 a.m. (the “**AGM**”) for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2007.
2. To declare a final dividend and a special final dividend.
3. To re-elect directors and to authorize the board of directors to fix their remuneration.
4. To re-appoint auditors of the Company and to authorize the board of directors to fix their remuneration.

**SPECIAL BUSINESS**

5. As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

(A) “**THAT**

- (a) subject to paragraph 5.(A)(c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph 5.(A)(d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5.(A)(a) above shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options, which might require the exercise of such powers after the end of the Relevant Period;

(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 in paragraphs 5.(A)(a) above, otherwise than pursuant to: –

- (i) a Rights Issue (as defined in paragraph 5.(A)(d) below);
- (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;
- (iii) an issue of any Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue Shares or rights to acquire Shares; or
- (iv) an 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,

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 to the Directors in paragraphs 5.(A)(a) and 5.(A)(b) above shall be limited accordingly;

(d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer open for a period fixed by the Directors to the Shareholders and (where appropriate) the holders of other equity securities of the Company entitled to such offer, whose names appear on the register of members and/or (where appropriate) the register of holders of such other securities of the Company on a fixed record date in proportion to their holdings as at that date (subject to such exclusions 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 recognized regulatory body or any stock exchange in, any relevant territory).”

(B) “**THAT**

- (a) subject to paragraph 5.(B)(b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 5.(B)(c) below) of all the powers of the Company to repurchase its Shares and warrants 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 recognized for this purpose by the Securities and Futures Commission in 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/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the listing rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital or warrants which may be repurchased by the Company pursuant to paragraph 5.(B)(a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital or the total unit(s) of the warrants of the Company in issue respectively at the date of passing this Resolution and the said approval granted under paragraph 5.(B)(a) shall be limited accordingly;
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (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; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

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

By order of the Board  
**KENFORD GROUP HOLDINGS LIMITED**  
**CHAN KWOK TUNG, DONNY**  
*Company Secretary*

Hong Kong, 31 July 2007

*Registered Office:*

Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of*

*business in Hong Kong:*

Rooms 1106-8, Riley House  
88 Lei Muk Road, Kwai Chung  
New Territories, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (“**Register of Members**”) in respect of such Share shall alone be entitled to vote in respect thereof.

3. 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 such power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending the AGM or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.
4. The Register of Members and the register of warrant holders of the Company will be closed from Tuesday, 4 September 2007 to Friday, 7 September 2007, both days inclusive, during which period no transfer of Shares/warrants and no Share to be issued upon exercise of any subscription right attaching to the outstanding warrants issued by the Company will be registered. In order to qualify for receiving the proposed final dividend and the proposed special final dividend and/or attending/voting at the AGM, Shareholders are reminded to ensure that all transfers of Shares duly accompanied by the relevant Share certificates and the appropriate transfer forms must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 3 September 2007. In the case of warrant holders who wish to exercise of the subscription rights of the outstanding warrants in order to qualify for the proposed final dividend and the proposed special final dividend and/or to ascertain the right to attend the forthcoming annual general meeting of the Company must lodge the duly completed subscription form together with the relevant warrant certificates accompanied by the appropriate subscription monies with the Company's branch registrar not later than 4:00 p.m. on Monday, 3 September 2007.
5. In accordance with the articles of association of the Company, Mr Li Chi Chung and Mr Li Tat Wah will retire by rotation at the AGM and, being eligible, offer themselves for re-election. Details of the aforesaid Directors have been set out in the Circular of the Company dated 31 July 2007.
6. An explanatory statement containing further details in respect of Resolution 5.(B) is included in the Circular of the Company dated 31 July 2007.

*As at the date of this notice, the Board of the Company comprises three executive Directors, Mr Lam Wai Ming (Chairman), Mr Tam Chi Sang (Managing Director), Mr Chan Kwok Tung, Donny and three independent non-executive Directors, Mr Chiu Fan Wa, Mr Li Chi Chung and Mr Li Tat Wah.*