
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares and/or Warrants in **KENFORD GROUP HOLDINGS LIMITED**, you should at once hand this circular to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.



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)

Executive Directors:

Mr LAM Wai Ming (*Chairman*)
Mr TAM Chi Sang (*Managing Director*)
Mr CHAN Kwok Tung, Donny

Independent Non-executive Directors:

Mr CHIU Fan Wa
Mr LI Chi Chung
Mr LI Tat Wah

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

23 May 2008

*To the Warrantheolders and, for information only,
the Shareholders of the Company*

Dear Sir or Madam,

**NOTICE OF EXPIRY OF SUBSCRIPTION RIGHTS
ATTACHING TO WARRANTS**

Reference is made to the prospectus of KENFORD GROUP HOLDINGS LIMITED (the “**Company**”) dated 31 May 2005 (the “**Prospectus**”) in relation to, inter alia, the principal terms of the existing warrants issued by the Company (Warrant Code: 452) (the “**Warrants**”) by way of bonus issue carrying

subscription rights to subscribe for new ordinary shares of HK\$0.001 each in the share capital of the Company (the “**Shares**”) at the subscription price of HK\$0.60 per Share from 16 June 2005 (the listing date of the Shares and the Warrants (the “**Listing Date**”)) up to and including 4:00 p.m. on the business day last preceding the third anniversary of the Listing Date (both dates inclusive).

The board of directors (the “**Board**”) of the Company wishes to remind holders of the Warrants that in accordance with the terms and conditions of the Warrants, the subscription rights attaching to the Warrants will expire after 4:00 p.m. on Friday, 13 June 2008. **Any subscription rights attaching to the Warrants which have not been exercised by 4:00 p.m. on Friday, 13 June 2008 will lapse, and the certificates for the Warrants will cease to be valid for any purpose.**

The Company has made the following arrangements regarding dealings in and transfers of the Warrants and exercise of the subscription rights attaching thereto:–

(1) Last Day for Trading and Listing of the Warrants

The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will be Tuesday, 10 June 2008, which is a date three trading days before the last day for exercise of the subscription rights attaching to the Warrants in accordance with the terms and conditions of the Warrants. Dealings in the Warrants on the Stock Exchange will cease after the close of business on Tuesday, 10 June 2008.

Application has been made to the Stock Exchange for the withdrawal of the listing of the Warrants on the Stock Exchange with effect from the close of business on Friday, 13 June 2008.

(2) Exercise of the subscription rights attaching to the Warrants

Registered holders of the Warrants

Registered holders of the Warrants who wish to exercise any of the subscription rights attaching to the Warrants must lodge the following documents with the Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, (the “**Registrar**”)

at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by **not later than 4:00 p.m. on Friday, 13 June 2008**:-

- (i) the duly completed and signed subscription form(s) endorsed on the Warrant certificate (or separate subscription form(s) available at the office of the Registrar);
- (ii) the relevant Warrant certificates; and
- (iii) remittance for the relevant subscription moneys by way of cheque, banker's draft or other payment in immediately available funds.

Non-registered holders of the Warrants

Persons who have acquired Warrants and wish to exercise the subscriptions rights attaching thereto but have not registered the Warrants in their names must lodge the following documents with the Registrar at the abovementioned address by **not later than 4:00 p.m. on Friday, 13 June 2008**:-

- (i) the duly executed instrument(s) of transfer and/or other documents of title (duly stamped where appropriate);
- (ii) the relevant Warrant certificates;
- (iii) the duly completed and signed subscription form(s) endorsed on the Warrant certificate (or separate subscription form(s) available at the office of the Registrar); and
- (iv) remittance for the relevant subscription moneys by way of cheque, banker's draft or other payment in immediately available funds.

Subscription forms and all other relevant documents in connection with the exercise of the subscription rights attaching to the Warrants lodged with the Registrar after 4:00 p.m. on Friday, 13 June 2008 will not be accepted.

Shares to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will, when issued, rank pari passu in all respects with the then existing issued Shares. Share certificates in respect of the new Shares so issued will be issued to the relevant holders of the Warrants not later than 21 business days after the relevant subscription date.

The closing prices of the Shares and the Warrants on the Stock Exchange on 19 May 2008, being the latest practicable date prior to the printing of this circular, were HK\$0.29 per Share and HK\$0.01 per Warrant, respectively.

Yours faithfully
By Order of the Board
KENFORD GROUP HOLDINGS LIMITED
Lam Wai Ming
Chairman