



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 Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 8 September 2006 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 2006.
2. To declare a 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 of the Company 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 of Shares or rights to acquire Shares; or
 - (iv) any 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 and/or warrants pursuant to an offer of Shares open for a period fixed by the Directors to the Shareholders and/or the holders of warrants, as the case may be, whose names appear on the register of members and/or the register of warrant holders 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 territory applicable to the Company).”

(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 amounts 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.”

6. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the articles of association of the Company be and are hereby amended in the following manner:

(a) Article 68 be amended by deleting the second sentence in its entirety and substituting therefor the following:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(b) Article 86(5) be deleted in its entirety and replaced by the following:

“(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

By order of the Board
KENFORD GROUP HOLDINGS LIMITED
Lam Wai Ming
Chairman

Hong Kong, 27 July 2006

Registered Office:

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town, Grand Cayman
British West Indies

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 in the event of a poll, 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 46/F., 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 will be closed from Tuesday, 5 September 2006 to Friday, 8 September 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for receiving the final dividend and attending/voting at the AGM, Shareholders are reminded to ensure that all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1719, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 4 September 2006.
5. In accordance with the articles of association of the Company, Mr Chan Kwok Tung, Donny and Mr Chiu Fan Wa 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 27 July 2006.
6. An explanatory statement containing further details in respect of Resolution 5.(B) is included in the Circular of the Company dated 27 July 2006.

As at the date of this announcement, 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.

Please also refer to the published version of this announcement in The Standard.



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

(於開曼群島註冊成立之有限公司)
(股份代號：464) (認股權證代號：452)

股東週年大會通告

茲通告建福集團控股有限公司(「本公司」)謹訂於二零零六年九月八日上午十時三十分假座香港灣仔謝斐道238號世紀香港酒店大堂低座5號宴會廳舉行股東週年大會(「股東週年大會」)，藉以處理下列事項：

1. 省覽及採納截至二零零六年三月三十一日止年度的經審核綜合財務報表與董事會報告及核數師報告。
2. 宣派末期股息。
3. 重選董事並授權董事會釐定其酬金。
4. 續聘本公司核數師並授權董事會釐定其酬金。

特別事項

5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案(不論有否作出修訂)：

普通決議案

(A) 「動議」：

- (a) 在下文5.(A)(c)段的規限下，一般及無條件批准本公司董事(「董事」)於有關期間(定義見下文5.(A)(d)段)行使本公司所有權力以配發、發行及處理本公司股本中的額外股份(「股份」)，以及作出或授出可能需要行使該等權力的建議、協議及購股權；
- (b) 上文5.(A)(a)段的批准乃給予董事任何其他授權以外的額外授權，並授權董事於有關期間作出或授出可能需於有關期間結束後行使該等權力的建議、協議及購股權；
- (c) 董事根據上文5.(A)(a)段的批准而配發或有條件或無條件同意配發的股本面值總額(不論根據購股權或以其他方式)，除因下列情況而發行股份外：
 - (i) 供股(定義見下文5.(A)(d)段)；
 - (ii) 根據本公司發行的任何認股權證或可轉換為股份的本公司任何證券的條款行使認購或換股權；
 - (iii) 根據當時所採納授出或發行股份或購買股份的權利的任何購股權計劃或類似安排而發行任何股份；或
 - (iv) 根據本公司之組織章程細則配發股份以代替股份的全部或部分股息的任何以股代息計劃或類似安排；合共不得超過本公司於本決議案獲通過當日已發行股本面值總額的20%，而上文5.(A)(a)及5.(A)(b)段董事所獲批准亦須受此數額限制；
- (d) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者中最早發生者止的期間：

 - (i) 本公司下屆股東週年大會結束時；
 - (ii) 本公司的組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會的期間屆滿時；或
 - (iii) 本公司股東(「股東」)於股東大會通過一項普通決議案撤銷或更改本決議案所授予的授權時；「供股」乃指根據董事於指定期間，向指定記錄日期當日名列本公司股東名冊及／或認股權證持有人名冊的股東及／或認股權證持有人(視乎情況而定)提出的發售股份建議按彼等該日的持股比例配發、發行或授出股份及／或認股權證(惟董事可就有關零碎股權或適用於本公司的任何地區法律上的任何限制或責任或任何認可監管機構或任何證券交易所的規定，作出其認為必要或權宜的豁免或其他安排)。

(B) 「動議」：

- (a) 在下文5.(B)(b)段的規限下，一般及無條件批准董事於有關期間(定義見下文5.(B)(c)段)行使本公司所有權力，以於香港聯合交易所有限公司(「聯交所」)或於本公司證券可能上市並經香港證券及期貨事務監察委員會及聯交所根據香港股份購回守則就此認可的任何其他證券交易所購回其股份及認股權證，惟須根據並受一切不時修訂的適用法例及／或聯交所證券上市規則或任何其他證券交易所的規定所規限；
- (b) 本公司根據上文5.(B)(a)段於有關期間可能購回的股本或認股權證的面值總額，分別不得超過本公司於本決議案獲通過當日已發行股本面值總額或認股權證總數的10%，而根據5.(B)(a)段授出的上述批准亦須受此數額限制；
- (c) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者中最早發生者止的期間：

 - (i) 本公司下屆股東週年大會結束時；
 - (ii) 本公司的組織章程細則或任何適用法例規定本公司須舉行下屆股東週年大會的期間屆滿時；或
 - (iii) 股東於股東大會通過一項普通決議案撤銷或更改本決議案所授予的授權時。

- (C) 「動議待通過本股東週年大會通告所載第5(A)及5(B)項決議案後，擴大董事根據上文第5(A)項決議案獲授有關行使本公司權力以配發、發行及以其他方式處置股份的一般授權，在股份總面值加上本公司根據上文第5(B)項決議案授予的授權購回的本公司股本面值總額，惟增加的數額不得超過本公司於本決議案獲通過日期已發行股本面值總額的10%。」

6. 作為特別事項，考慮及酌情通過(不論有否修訂)以下決議案為特別決議案：

特別決議案

「動議謹此以下列方式修訂本公司之組織章程細則：

- (a) 修訂第68條，刪除第2句全文，並以下文取代：

「本公司僅須在指定證券交易所規則規定的情況下披露投票表決之投票表決數字。」
- (b) 刪除第86(5)條全文，並以下文取代：

「(5) 股東可於根據此等細則召開及舉行的任何股東大會上通過普通決議案，於董事任期屆滿前隨時罷免董事，即使此與此等細則或本公司與該董事之間之任何協議有抵觸亦然(但不影響任何此類協議下之任何索償要求)。」

承董事會命
建福集團控股有限公司
主席
林偉明

香港，二零零六年七月二十七日

註冊辦事處：

Century Yard, Cricket Square
Hutchins Drive, P.O. Box 2681 GT
George Town, Grand Cayman
British West Indies

香港主要營業地點：

香港新界
葵涌梨木道88號
達利中心1106-8室

附註：

1. 凡有權出席上述通告所召開的股東週年大會並於會上投票的股東，均可委任代表出席大會及在進行投票表決時代其投票。受委代表毋須為本公司股東。
2. 如屬股份聯名登記持有人，則任何一名持有人可就所持股份親身或委派代表出席股東週年大會，猶如本身為唯一有權投票者；惟倘超過一名聯名持有人親身或委派代表出席大會，則上述親身出席而在本公司股東名冊（「股東名冊」）排名較先之人士方可就所持股份投票。
3. 代表委任表格連同經簽署的授權書或其他授權文件（如有）或經由公證人簽署證明的授權書或授權文件副本，須於股東週年大會或任何續會指定舉行時間四十八小時前送達本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心46樓，方為有效。填妥及交回代表委任表格後，股東仍可按意願親身出席股東週年大會或其任何續會並於會上投票，在此情況下，代表委任表格將被視作撤銷論。
4. 本公司將於二零零六年九月五日（星期二）至二零零六年九月八日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續。為符合收取末期股息及出席股東週年大會並於會上投票的資格，各股東須於二零零六年九月四日（星期一）下午四時正前將所有股份過戶文件連同有關股票及過戶表格，送交本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1719室。
5. 根據本公司的組織章程細則，陳國棟先生及趙帆華先生將於股東週年大會上輪值告退，惟彼等均符合資格膺選連任。上述董事的履歷詳情已載於本公司於二零零六年七月二十七日刊發的通函。
6. 載有第5.(B)項決議案其他詳情的說明文件載於本公司於二零零六年七月二十七日刊發的通函。

於本公告發出日期，本公司董事會包括三名執行董事林偉明先生（主席）、譚治生先生（董事總經理）、陳國棟先生及三名獨立非執行董事趙帆華先生、李智聰先生及李達華先生。

請同時參閱本公佈於星島日報刊登的內容。