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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Kenford Group Holdings Limited ("**Company**") will be held at Plaza V, Lower Lobby, Novotel Century Hong Kong , 238 Jaffe Road, Wanchai, Hong Kong on 16 September 2005 at 10:30 a.m. ("**Meeting**") for the following purposes:

1. To receive and adopt the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31 March 2005.

2. To re-elect Directors and to authorize the Board of Directors to fix their remuneration.

3. To re-appoint Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

4. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:

   "**THAT**

   (a) subject to paragraph 4(c) below, the exercise by the Directors of the Company ("**Directors**") during the Relevant Period (as defined in paragraph 4(d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph 4(a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, 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 4(a) and 4(b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph 4(d) below) or (ii) any issue of shares of the Company on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time or (iii) on the exercise of any options granted under the share option scheme of the Company or (iv) an issue 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 the aggregate of 20 per cent. of the total nominal amount of the share capital of the Company in issue on the date of passing this Resolution and the said approval to the Directors in paragraphs 4(a) and 4(b) above shall be limited accordingly; and

(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 any applicable law or Articles of Association of the Company to be held; or

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders of the Company ("**Shareholders**") in general meeting;

"Rights Issue" means an offer of shares open for a period fixed by the Directors to the Shareholders whose names appear on the register of members of the Company on a fixed record date in proportion to their shareholdings 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)."

5. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an Ordinary Resolution:

"**THAT**

(a) subject to paragraph 5(b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 5(c) below) of all the powers of the Company to repurchase its shares and warrants on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, 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 repurchased by the Company pursuant to paragraph 5(a) above during the Relevant Period shall not exceed 10 per cent. of the total nominal amount of the share capital or the total unit (s) of the warrants of the Company in issue on the date of passing this Resolution and the said approval 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 any applicable law or the Articles of Association of the Company to be held; or

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting."

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

   "**THAT** conditional upon Resolution No. 5 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 5 above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted by the Directors pursuant to Resolution No. 4 above, provided that the amount of share capital of the Company repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of share capital of the Company in issue on the date of passing this Resolution."

By order of the Board
Lam Wai Ming
Chairman

Hong Kong, 29 July 2005

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 Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.

2. To be valid, a form of proxy and the 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 Meeting or adjourned Meeting. Completion and return of the form of proxy will not preclude any member from attending the Meeting 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.

3. The Register of Members will be closed from 12 September 2005 to 15 September 2005, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the Meeting convened by the above, all share certificates with completed 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 9 September 2005.

4. In accordance with the Articles of Association of the Company, Mr. Lam Wai Ming and Mr. Tam Chi Sang will retire by rotation at the Meeting and, being eligible, offer themselves for re-election. Details of the aforesaid directors have been set out in the Circular of the Company dated 29 July 2005.

As at the date of this notice, the Board of Directors of the Company comprise six directors, of which three are executive directors, namely, Mr. Lam Wai Ming, Mr. Tam Chi Sang, Mr. Chan Kwok Tung, Donny; and three are independent non-executive directors, namely, 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.