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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 in Kenford Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**(1) PROPOSED CHANGE OF COMPANY NAME**  
**(2) PROPOSED AMENDMENTS TO AND RESTATEMENT OF THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the EGM to 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. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 the holding of the EGM or any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Hong Kong, 3 May 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                              |  |
|------------------------------|--|
| “Amendments to the Articles” | the proposed amendments to the Memorandum and Articles of Association to reflect the Change of Company Name, subject to the approval of the Shareholders at the EGM  |
| “Board”                      | the board of the Directors   |
| “Change of Company Name”     | the proposed change of the English name of the Company from “Kenford Group Holdings Limited ” to “China Overseas Nuoxin International Holdings Limited ”, and the change of its dual foreign name in Chinese 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”, subject to the approval of the Shareholders at the EGM |
| “Company”                    | Kenford Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board (stock code: 00464)   |
| “Director(s)”                | the director(s) of the Company   |
| “EGM”                        | the extraordinary general meeting of the Company to 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. or any adjourned meeting thereof, to consider and, if thought fit, approve the Change of Company Name                                      |
| “Group”                      | collectively, the Company and its subsidiaries   |
| “HK\$”                       | Hong Kong dollar(s), the lawful currency of Hong Kong  |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the People’s Republic of China  |

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## DEFINITIONS

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| “Latest Practicable Date”                | 29 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules”                          | the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time)                                     |
| “Main Board”                             | the Main Board of the Stock Exchange  |
| “Memorandum and Articles of Association” | the Memorandum of Association and the Articles of Association of the Company, as amended and restated from time to time                       |
| “Share(s)”                               | ordinary share(s) of HK\$0.01 each in the share capital of the Company  |
| “Shareholder(s)”                         | holder(s) of the issued Share(s)  |
| “Stock Exchange”                         | The Stock Exchange of Hong Kong Limited   |

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Gao Jianbo  
Ms. Cai Dongyan  
Mr. Zhang Huijun  
Ms. Pauline Lam  
Mr. Lin Liangyong

*Registered Office:*

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

*Independent non-executive Directors:*

Mr. Han Dengpan  
Mr. Huang Zhiwei  
Mr. Lam Yick Man

*Principal Place of Business in*

*Hong Kong:*  
Office 810, Unit 1908, 19/F  
9 Queen's Road Central  
Central, Hong Kong

3 May 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME  
(2) PROPOSED AMENDMENTS TO AND RESTATEMENT OF THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### INTRODUCTION

Reference is made to the announcement of the Company dated 17 April 2019 in respect of the Change of Company Name (the “**Announcement**”).

The purpose of this circular is to provide you with information regarding the Change of Company Name and to give you notice of the EGM at which special resolutions will be proposed to approve the Change of Company Name and the Amendments to the Articles.

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## LETTER FROM THE BOARD

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This circular contains further information relating to the resolutions proposed so as to enable you to make an informed decision on whether to vote for or against the resolutions proposed. A notice for convening the EGM is also set out in this circular and a form of proxy is also included for your further action.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board announced on 17 April 2019 that it proposed to change the English name of the Company from “Kenford Group Holdings Limited ” to “China Overseas Nuoxin International Holdings Limited”, and to change its dual foreign name in Chinese 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”, subject to the conditions set out below being fulfilled.

### **Conditions for the Change of Company Name**

The proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new Chinese and English names of the Company on the register of companies in place of the former Chinese and English names and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Change of Company Name**

The Board considers that the Change of Company Name will provide the Company with a new corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

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## **LETTER FROM THE BOARD**

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### **Effects of the Change of Company Name**

The proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the securities of the Company will be traded on the Main Board under the new names.

In addition, subject to confirmation by the Stock Exchange, the Company will change the English and Chinese stock short name of the Company for trading in the shares on the Stock Exchange after the Change of Company Name becomes effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new company logo.

### **PROPOSED AMENDMENTS TO AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Change of Company Name, the Company proposes to amend the Memorandum and Articles of Association of the Company to reflect the Change of Company Name by replacing all references therein to "Kenford Group Holdings Limited 建福集團控股有限公司" with "China Overseas Nuoxin International Holdings Limited 中國海外諾信國際控股有限公司", and the Memorandum and Articles of Association will be restated upon the Change of Company Name has become effective.

The Board proposes to seek approval of the Shareholders by way of a special resolution at the EGM for the Amendments to the Articles, with such amendments to take effect when the proposed Change of Company Name becomes effective.

### **EGM**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Change of Company Name and the Amendments to the Articles. In compliance with the Listing Rules, all resolutions will be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### **Voting by way of poll**

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the special resolutions to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(4) of the Listing Rules.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name, the new stock short names of the Company for trading of its shares on the Main Board and other relevant information as and when appropriate.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the EGM to be held on Monday, 27 May 2019, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Monday, 27 May 2019, both days inclusive, during which period no transfer of 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. All persons who are registered holders of the Shares on Monday, 27 May 2019, the record date of the EGM, will be entitled to attend and vote at the EGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Directors consider that the Change of Company Name and the Amendments to the Articles are in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favor of the special resolution to be proposed at the EGM.

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

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## NOTICE OF EGM

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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 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.”

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## NOTICE OF EGM

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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.