

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

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

**(Stock Code: 0464)**

**ANNOUNCEMENT  
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,  
RULE 13.09 OF THE LISTING RULES AND  
THE INSIDE INFORMATION PROVISIONS,  
UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS AND  
RESUMPTION OF TRADING**

This announcement is made by Kenford Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 28 April 2017 in relation to the halt in the trading of the shares of the Company (the “**Shares**”) with effect from 10:05 a.m. on 28 April 2017 pending the release of an announcement of the Company in relation to inside information of the Company and pursuant to the Takeovers Code.

## MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by the controlling shareholders (as defined under the Listing Rules) of the Company (the “**Selling Shareholders**”) that they had entered into a memorandum of understanding (the “**MOU**”) with an independent third party (the “**Potential Purchaser**”) on 26 April 2017 (after trading hours) regarding the possible disposal of a total 286,390,000 Shares (the “**Sale Shares**”) directly or indirectly held by the Selling Shareholders to the Potential Purchaser, representing approximately 64.26% of the total issued share capital of the Company as at the date of this announcement (the “**Possible Transaction**”). To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Potential Purchaser and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

Pursuant to the MOU, subject to the written consent from the Potential Purchaser, during the period from the date of the MOU to 60 days after the date of the MOU or the first business day after the announcement of the annual results of the Company for the year ended 31st March 2017 (whichever is later) (or such longer period as mutually agreed by the parties to the MOU in writing) (the “**Agreed Period**”), each of the Selling Shareholders shall not engage in any discussion, negotiation, or enter into any letter of intent or agreement, with any third parties other than the Potential Purchaser in respect of the Possible Transaction. As stated in the MOU, during the Agreed Period, the Potential Purchaser is entitled to conduct due diligence, whereas the Company and the Selling Shareholders shall provide relevant information to the Potential Purchaser subject to any applicable law, regulations, listing rules and requirements of any regulatory body. The parties to the MOU shall endeavour to negotiate and agree on the terms of a binding formal sale and purchase agreement in respect of the Possible Transaction (the “**Formal Agreement**”) and procure the signing thereof as soon as practicable, subject to the Potential Purchaser’s satisfaction of the results of the due diligence. If the parties cannot reach consensus on the terms of the Formal Agreement within the Agreed Period, the MOU will lapse.

The MOU will cease to be effective if the Potential Purchaser fail to enter into an escrow agreement with the Selling Shareholders and escrow agent and pay a deposit on or before 2 May 2017 in accordance with the terms of the MOU. A further announcement will be issued by the Company on 2 May 2017 to update the market.

**If the Possible Transaction materialises, it will lead to a change in control of the Company and the Potential Purchaser may be required to make a mandatory general offer for all issued Shares other than those already owned or agreed to be acquired by the Potential Purchaser and parties acting in concert with it under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.**

## **SECURITIES OF THE COMPANY**

As at the date of this announcement, the Company has 445,646,000 Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

## **MONTHLY UPDATE**

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code.

## **DEALING DISCLOSURE**

For the purpose of the Takeovers Code, the offer period has commenced on the date of this announcement, being 28 April 2017. Associates of the Company (as defined under the Takeovers Code, including but not limited to a person who owns or controls 5% or more of any class of relevant securities of the Company or any person who as a result of any transaction owns or controls 5% or more of any class of relevant securities of the Company) are reminded to disclose their dealings in the relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”*

## **UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS**

The Company has noted the recent fluctuations in the price and trading volume of the Shares. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Company confirms that save as disclosed in this announcement, it is not aware of any reasons for these price and trading volume movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 10:05 a.m. on 28 April 2017 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 2 May 2017.

**WARNING: There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. The Possible Transaction, therefore, may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By order of the Board  
**KENFORD GROUP HOLDINGS LIMITED**  
**PANG KIT TENG**  
*Company Secretary*

Hong Kong, 28 April 2017

*As at the date of this announcement, the Board of the Company comprises two Executive Directors, namely Mr. Lam Wai Ming (Chairman), Mr. Tam Chi Sang (Managing Director) and three Independent Non-Executive Directors, namely Mr. Chiu Fan Wa, Mr. Choi Hon Keung and Mr. Li Chi Chung*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

Website: [www.kenford.com.hk](http://www.kenford.com.hk)