



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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

This Form of Proxy is for use by shareholders of Kenford Group Holdings Limited (the "Company") at 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 at any adjournment thereof (the "EGM").

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each
in the capital of the Company hereby appoint _____
of _____
or failing him/her, the chairman of the EGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the EGM as directed below or, if no such direction is given, as my/our proxy shall think fit.

Please indicate with a "✓" in the appropriate boxes how you wish your vote(s) to be cast on a poll.

| SPECIAL RESOLUTIONS | For ^(Note 4) | Against ^(Note 4) |
|---|-------------------------|-----------------------------|
| <p>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.</p> | | |
| <p>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.</p> | | |
| <p>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.</p> | | |

Dated: _____ Signature of Shareholder(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name(s) of all joint registered holders should be stated.
- Please insert the number of share(s) registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, please delete the words "or failing him/her, the chairman of the EGM" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than the resolution referred to in the notice of EGM.
- This Form of Proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
- To be valid, this Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with 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 adjournment thereof and in default thereof this Form of Proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the EGM if you so wish.
- References to the time and dates in this form are to Hong Kong time and dates.

This Form of Proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.