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China Futex Holdings Limited
中國福紡控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8506)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of shareholders of China Futex Holdings Limited (the “**Company**”) will be held at Units 1203B, 1204-1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 6 August 2021 (or any adjournment thereof) at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. (a) To re-elect Mr. Cheng Jun as an executive director of the Company (the “**Director(s)**”) and the board of Directors (the “**Board**”) be authorised to fix his Director’s remuneration;
 - (b) To re-elect Mr. Guan Min as an executive Director and the Board be authorised to fix his Director’s remuneration;
 - (c) To re-elect Mr. Zheng Liangjian as an executive Director and the Board be authorised to fix his Director’s remuneration;
 - (d) To re-elect Mr. Wang Kun as an executive Director and the Board be authorised to fix his Director’s remuneration;
 - (e) To re-elect Mr. Shum Shing Kei as an independent non-executive Director and the Board be authorised to fix his Director’s remuneration; and
 - (f) To re-elect Mr. Chan Ka Leung Kevin as an independent non-executive Director and the Board be authorised to fix his Director’s remuneration.
2. To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

3. **“THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**), a general unconditional mandate be and is hereby given to the Directors during the Relevant Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the capital of the Company (the **“Share(s)”**) and securities carrying rights to subscribe for, exchange or convert into Shares (whether the exercise of such rights may take place during or after the period while such mandate remains in effect);
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers or agreements or options which might require the Shares to be allotted and issued or dealt with;
- (c) the aggregate number of Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (otherwise than (i) by way of Rights Issue (as defined in paragraph (d) below) or (ii) under any scrip dividend schemes or similar arrangement providing for the allotment and 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 (the **“Articles of Association”**) or (iii) pursuant to grant of options under the share option scheme of the Company or other similar arrangement or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for the Shares or (v) under specific authority granted by the shareholders of the Company (the **“Shareholder(s)”**) in general meeting) shall not exceed 20% of the aggregate number of issued Shares as at the date of passing of this resolution; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws of the Cayman Islands or the Articles of Association; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares or other securities in the Company which would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders (excluding for such purpose any shareholder who is resident in a place where such offer would or might be unlawful or impracticable to offer Shares in such places without registration of the offering documents or compliance with any legal or regulatory requirements or special formalities in such place under the laws of that place) and, where appropriate, to the holders of other equity securities of the Company entitled to such offer by reference to a fixed record date pro rata to their then holdings of Shares or such other equity securities of the Company (subject to such exclusion 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

4. “**THAT:**

- (a) a general unconditional mandate be given to the Directors during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to repurchase its own Shares on GEM of 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 which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs approved by the Securities and Futures Commission of Hong Kong, provided that such number of Shares shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution;
- (b) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws of the Cayman Islands or the Articles of Association; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. “**THAT** subject to the passing of resolutions no. 3 and no. 4 as set out in the notice convening the AGM (the “**Notice**”), the general mandate referred to in resolution no. 3 as set out in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued and dealt with or agreed to be allotted, issued and dealt with conditionally or unconditionally by the Directors pursuant to such general mandate of the amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in resolution no. 4 as set out in the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of issued Shares of the Company as at the date of passing of this resolution.”

By order of the Board
China Futex Holdings Limited
Cheng Jun
Chairman and Executive Director

Hong Kong, 8 July 2021

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and principal place of business:
Xiawei Village
Fugong Town
Longhai City
Fujian Province
the People’s Republic of China

Notes:

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or, if he/she/it holds two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a Shareholder.
2. Whether or not you intend to attend the AGM in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.
3. To be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude the Shareholder from attending and voting in person at the AGM.
4. In the case of joint registered holders of any Share(s), the proxy form may be signed by any joint registered holder, but if more than one joint registered holders are present at the AGM, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered Share(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolution no. 1, all Directors will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Particulars of these Directors are set out in Appendix II to the circular of the Company dated 8 July 2021.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 4 above is set out in Appendix I to the circular of the Company dated 8 July 2021.
8. The register of members of the Company will be closed from Tuesday, 3 August 2021 to Friday, 6 August 2021 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 2 August 2021.
9. If typhoon signal no. 8 or above is hoisted, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong government is/are in effect in Hong Kong at any time after 12:00 noon on the date of the AGM, the AGM will not be held on that day and will be adjourned. The Company will publish an announcement on the website of Company at **www.kx-machine.com** and the Stock Exchange at **www.hkexnews.hk** to notify Shareholders of the date, time and place of the adjourned meeting.
10. A form of proxy for use by Shareholders at the AGM is enclosed.
11. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:
 - (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
 - (ii) Each attendee may be asked whether (a) he/she has travelled outside of Hong Kong, or had physical contact with any person who to his/her best of knowledge has recently travelled to, any affected countries or areas outside Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.
 - (iii) Every attendee will be required to wear a surgical face mask throughout the AGM and inside the AGM venue, and to maintain a safe distance between seats throughout the AGM. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
 - (iv) Seating at the AGM will be arranged so as to reduce interaction between participants.
 - (v) No refreshments will be served and there will be no corporate gifts.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. Furthermore, the Company wishes to advise the shareholders of the Company that they may appoint any person or the chairman of the AGM as a proxy to vote on the relevant resolutions, instead of attending the AGM in person.

As at the date of this announcement, the executive Directors are Mr. Cheng Jun (Chairman), Mr. Guan Min, Mr. Zheng Liangjian and Mr. Wang Kun; and the independent non-executive Directors are Mr. Shum Shing Kei and Mr. Chan Ka Leung Kevin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.kx-machine.com.