
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Futex Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**(i) PROPOSED CHANGE OF COMPANY NAME;
AND
(ii) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (“**EGM**”) of China Futex Holdings Limited to 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 at 2:30 p.m. is set out on pages 5 to 6 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

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

PRECAUTIONARY MEASURES FOR THE EGM

Please see page ii of this circular for measures being taken by the Company to prevent and control the spread of the ongoing pandemic of coronavirus disease 2019 (“**COVID-19**”) at the EGM, including:

- compulsory body temperature checks and health declarations
- requirement of wearing a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

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 EGM venue. Furthermore, the Company wishes to advise the Shareholders that they may appoint any person or the chairman of the EGM as a proxy to vote on the relevant resolution, instead of attending the EGM in person.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE EGM

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the EGM 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 EGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM 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 EGM; 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 EGM venue or be required to leave the EGM venue.
- (iii) Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue, and to maintain a safe distance between seats throughout the EGM. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
- (iv) Seating at the EGM will be arranged so as to reduce interaction between participants.
- (v) No refreshments will be served and there will be no corporate gifts.

In addition, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint any person or the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM instead of attending the EGM in person, by completing and returning the proxy form enclosed with this circular.

If any Shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/ she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong.

The Company will closely monitor the development of the COVID-19 pandemic and any regulations or measures introduced or to be introduced by the Hong Kong Government in relation to the COVID-19 pandemic. The Company will ensure that the EGM will be conducted in compliance with the regulations or measures of the Hong Kong Government and Shareholders will not be deprived of their right of voting on the resolution to be proposed at the EGM. Further announcements will be made by the Company as soon as possible if there is any update to the preventive measures as mentioned above.

If the Shareholders have any questions relating to the EGM, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	China Futex Holdings Limited 中國福紡控股有限公司, a company incorporated as an exempted company with limited liability in the Cayman Islands and the issued Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited as amended by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Futex Holdings Limited” to “S&S Intervalue China Limited”, and the adoption of a dual foreign name in Chinese of “叻叻互聯(中國)科技有限公司” to replace the existing name of the Company in Chinese “中國福紡控股有限公司”
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Cheng Jun (*Chairman*)

Mr. Guan Min

Mr. Zheng Liangjian

Mr. Wang Kun

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Independent non-executive Directors:

Mr. Shum Shing Kei

Mr. Chan Ka Leung Kevin

*Headquarters and principal place
of business:*

Xiawei Village

Fugong Town

Longhai City

Fujian Province

the People's Republic of China

16 July 2021

To the Shareholders

Dear Sirs or Madams,

**(i) PROPOSED CHANGE OF COMPANY NAME;
AND
(ii) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 25 June 2021 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with (i) information regarding the special resolution to be proposed at the EGM for the Proposed Change of Company Name; and (ii) the notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Futex Holdings Limited” to “S&S Intervalue China Limited”, and adopt a dual foreign name in Chinese of “嗖嗖互聯(中國)科技有限公司” to replace the existing name of the Company in Chinese “中國福紡控股有限公司”.

LETTER FROM THE BOARD

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

- (a) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new English name of the Company and the new dual foreign name in Chinese of the Company on the register maintained by the Registrar of Companies in the Cayman Islands and the issuance of a certificate of incorporation on change of name. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

As the Group has been diversifying its business since early 2021, the Board considers that the proposed new English name and Chinese name of the Company will better reflect the current status of the Company and direction of future business development of the Group. The Board also believes that the proposed new English name and Chinese name of the Company will provide the Company with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board is of the view that the Proposed Change of Company Name will benefit the Group's future business development and is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders, or the Group's daily business operation or its financial position. Once the Proposed Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the Shares will be traded on GEM in the new name of the Company. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of Company Name having become effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English stock short name and Chinese stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name becomes effective. The stock code of the Company will remain to be "8506".

EGM

An EGM will be convened and held for the purposes of considering and, if thought fit, approving, the special resolution in respect of the Proposed Change of Company Name. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting to approve the Proposed Change of Company Name at the EGM.

LETTER FROM THE BOARD

A notice convening the EGM is set out on pages 5 to 6 of this circular. A form of proxy for use by the Shareholders in respect of the EGM is also enclosed. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed 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, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to the GEM Listing Rules, any vote of 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. The chairman of the EGM will request for voting by poll on the proposed special resolution set out in the notice convening the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company after the EGM in accordance with the requirements under the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 3 August 2021 to Friday, 6 August 2021 (both dates inclusive) for determining eligibility to attend and vote at the EGM. All transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 August 2021.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM and as set out in the notice convening the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 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.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 at 2:30 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution with or without amendments:

SPECIAL RESOLUTION

“**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 “China Futex Holdings Limited” to “S&S Interservice China Limited”, and “叻叻互聯(中國)科技有限公司” be adopted as a dual foreign name in Chinese of the Company to replace the existing name of the Company in Chinese “中國福紡控股有限公司” with effect from the date of entry of the new English name of the Company and the new dual foreign name in Chinese of the Company on the register maintained by the Registrar of Companies in the Cayman Islands and the issuance of a certificate of incorporation on change of name, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents including under common seal of the Company, attend to any necessary registration and/or filing for and on behalf of the Company and make all such arrangements as he/she/they consider necessary, desirable or expedient to implement and/or give effect to any matter relating to or in connection with the aforesaid change of name of the Company.”

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

Hong Kong, 16 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM is entitled to appoint one or, if he/she/it holds two or more shares of the Company (the “**Share(s)**”), 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 EGM 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 the holding the EGM 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 EGM.
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 EGM, 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 EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. 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 EGM, 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.
7. 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 EGM, the EGM 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.
8. A form of proxy for use by Shareholders at the EGM is enclosed.
9. In view of the ongoing COVID-19 pandemic, the Company will implement the following precautionary measures at the EGM 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 EGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM 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 EGM; 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 EGM venue or be required to leave the EGM venue.
 - (iii) Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue, and to maintain a safe distance between seats throughout the EGM. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
 - (iv) Seating at the EGM 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 EGM venue. Furthermore, the Company wishes to advise the Shareholders that they may appoint any person or the chairman of the EGM as a proxy to vote on the relevant resolution, instead of attending the EGM in person.