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溫嶺浙江工量刃具交易中心股份有限公司

Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1379)

**CHANGE OF JOINT COMPANY SECRETARY,
ALTERNATE AUTHORISED REPRESENTATIVE UNDER
THE LISTING RULES AND AUTHORISED REPRESENTATIVE UNDER
THE HONG KONG COMPANIES ORDINANCE
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES
3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY, ALTERNATE AUTHORISED
REPRESENTATIVE UNDER THE LISTING RULES AND AUTHORISED
REPRESENTATIVE UNDER THE HONG KONG COMPANIES ORDINANCE**

The board (the “**Board**”) of directors (the “**Directors**”) of Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited* (the “**Company**”) hereby announces that Ms. Fok Po Yi (“**Ms. Fok**”) has tendered her resignation as (i) the joint company secretary of the Company (the “**Joint Company Secretary**”); (ii) an alternate to authorised representative of the Company, Mr. Pan Haihong, under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Alternate Authorised Representative**”); and (iii) an authorised representative of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the acceptance of service of process and notices in Hong Kong (the “**Authorised Representative**”) with effect from 1 February 2021.

Ms. Fok confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board further announces that Ms. Chan Tsz Yu (“**Ms. Chan**”) has been appointed as a Joint Company Secretary, the Alternate Authorised Representative, and the Authorised Representative with effect from 1 February 2021.

The biographical details of Ms. Chan and another Joint Company Secretary, Mr. Xu Yi (“**Mr. Xu**”), are set out as follows:

Ms. Chan is an assistant manager of SWCS Corporate Services Group (Hong Kong) Limited. Ms. Chan has over five years of experience in the corporate services field in sizable listed companies and professional corporate services firms. Ms. Chan is an associate member of both the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators). In addition, she holds a bachelor’s degree in economics in the Chinese University of Hong Kong.

Mr. Xu has been appointed as a personnel of information disclosure of our Company since April 2018 and the joint company secretary of our Company since August 2018, and is primarily responsible for overseeing corporate governance, compliance, risk management and company secretarial matters of our Group. Mr. Xu also worked as a person-in-charge in office of our Company from September 2016 to April 2018, where he was responsible for overseeing the daily operations, compliance and secretarial matters of our Company. Mr. Xu graduated from the University of Wales, the United Kingdom with a bachelor degree of arts, majoring in art and design (3D computer animation) in August 2016.

The Board is of the view that, having regard to Ms. Chan’s relevant experience, Ms. Chan will be able to advise both Mr. Xu and the Company on the relevant requirements of the Listing Rules as well as other applicable laws and regulations. Ms. Chan will assist Mr. Xu to enable him to discharge his duties and responsibilities as a joint company secretary of the Company. Ms. Chan is considered a suitable candidate to act as the Joint Company Secretary.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Mr. Xu to act as a Joint Company Secretary for a three-year period from the date of the Company’s listing (i.e. 30 December 2020) to 29 December 2023 (the “**Waiver Period**”), on the condition that Mr. Xu would be assisted by Ms. Fok, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period. Relevant details of the Waiver were disclosed in the section headed “Waivers from Strict Compliance with the Listing Rules” of the prospectus of the Company dated 11 December 2020.

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Fok, the Company has applied to the Stock Exchange and has been granted with a new waiver (the “**New Waiver**”) by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver Period (i.e. from 1 February 2021 to 29 December 2023) (the “**New Waiver Period**”) in relation to the eligibility of Mr. Xu to act as a Joint Company Secretary, on the conditions that:

- (i) Mr. Xu must be assisted by Ms. Chan during the New Waiver Period; and
- (ii) the New Waiver can be revoked if there are material breaches of the Listing Rules by the Company.

The Company should announce the reasons, details and conditions of the New Waiver and the qualification and experience of both Mr. Xu and Ms. Chan and the Stock Exchange may withdraw or change the New Waiver if the Company’s situation changes.

Before the end of the New Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Xu, having had the benefit of Ms. Chan’s assistance during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Ms. Fok for her contribution to the Company during her tenure of service and welcome Ms. Chan on her new appointment.

By order of the Board
**Wenling Zhejiang Measuring and
Cutting Tools Trading Centre Company Limited***
溫嶺浙江工量刃具交易中心股份有限公司
Pan Haihong
Executive Director

Zhejiang, the PRC, 1 February 2021

As at the date of this announcement, the Board comprises Mr. Pan Haihong and Mr. Zhou Guilin as executive Directors; Mr. Huang Qun, Mr. Wang Wenming, Mr. Cheng Jinyun and Mr. Ye Yunzhi as non-executive Directors; and Mr. Xu Wei, Mr. Jin Hongqing and Mr. Tsoi Ka Shing as independent non-executive Directors.

* *For identification purpose only*