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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, AUTHORISED REPRESENTATIVE UNDER  
THE HONG KONG COMPANIES ORDINANCE AND PROCESS AGENT  
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, AUTHORISED REPRESENTATIVE  
UNDER THE HONG KONG COMPANIES ORDINANCE AND PROCESS AGENT**

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. Chan Tsz Yu (“**Ms. Chan**”) 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**”); (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**”); and (iv) a process agent for the purpose of accepting service of process and notice on behalf of the Company in Hong Kong under Rule 19.05(2) of the Listing rules and the authorized representative for the purpose of accepting service of process in Hong Kong appointed under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively, the “**Process Agent**”) with effect from 31 July 2022.

Ms. Chan 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 Mr. Lai Wai Leuk (“**Mr. Lai**”) has been appointed as a Joint Company Secretary, the Alternate Authorised Representative, the Authorised Representative and the Process Agent with effect from 31 July 2022.

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

Mr. Lai, who is aged 45 and currently not an employee of the Company, will be appointed as a Joint Company Secretary with effect from 31 July 2022. From May 2000 to January 2004, Mr. Lai worked at Fung, Yu & Co., Certified Public Accountants. He also served successively as accountant, assistant manager and manager of KPMG from January 2004 to October 2009. Mr. Lai was transferred to KPMG Advisory (China) Limited from November 2009 to May 2012 and was a senior manager at the time of leaving. He also served as chief financial officer of Aujet Industry Limited from May 2012 to August 2013. Mr. Lai was the chief financial officer, company secretary and one of the authorised representatives of Billion Industrial Holdings Limited (stock code: 2299), a company listed on the Main Board of the Stock Exchange, from October 2013 to July 2021. Mr. Lai is currently an independent non-executive director of Boer Power Holdings Limited (stock code: 1685), a company listed on the Main Board of the Stock Exchange. He has more than 20 years of experience in auditing, accounting and corporate secretarial field. Mr. Lai is a member of the Hong Kong Institute of Certified Public Accountants, a member of CPA Australia and an associate member of the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries). Mr. Lai received his bachelor’s degree of Commerce major in Accountancy from the University of Wollongong in Australia in December 1999 and obtained the master of Corporate Governance from the Hong Kong Polytechnic University in September 2017.

Mr. Xu has served as a staff in charge of information disclosure of our Company since April 2018 and as the Joint Company Secretary since August 2018. Mr. Xu is primarily responsible for overseeing corporate governance, compliance, risk management and company secretarial matters of our Group. Mr. Xu also served as an office manager 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, as Mr. Lai is qualified under Rule 3.28 of the Listing Rules as a company secretary and possesses ample relevant experience, Mr. Lai 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 in his capacity as a joint company secretary. Mr. Lai will assist Mr. Xu to discharge his duties and responsibilities as a 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 the period from the date of appointment of Ms. Chan as Joint Company Secretary (i.e. 1 February 2021) to 29 December 2023 (the “**Waiver Period**”), on the condition that Mr. Xu would be assisted by Ms. Chan, who possesses the qualifications required under Rule 3.28 of the Listing Rules, throughout the Waiver Period. Relevant details of the Waiver were disclosed in the announcement of the Company dated 1 February 2021.

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Chan, 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 31 July 2022 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 Mr. Lai 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 hereby announces the reasons, details and conditions of the New Waiver and the qualification and experience of both Mr. Xu and Mr. Lai 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 Mr. Lai'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. Chan for her contribution to the Company during her tenure of service and welcome Mr. Lai on his 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 Province, the PRC, 26 July 2022

*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. Wong Ka Wai as independent non-executive Directors.*

\* *For identification purpose only*