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Zhejiang Cangnan Instrument Group Company Limited
浙江蒼南儀錶集團股份有限公司

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

(Stock Code: 1743)

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “AGM”) of Zhejiang Cangnan Instrument Group Company Limited (the “Company”) will be held at 9:00 a.m. on Wednesday, 10 June 2020 at Conference Room, 7/F, Building 1, Zhejiang Cangnan Instrument Group Company Limited, Industrial Demonstrative Park, Lingxi Town, Cangnan County, Zhejiang Province, the PRC, for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of Directors for the year 2019.
2. To consider and approve the report of the Supervisory Committee for the year 2019.
3. To consider and approve the final financial accounts for the year 2019.
4. To consider and approve the independent auditor’s report and the Company’s audited financial statements for the year 2019.
5. To consider and approve the Company’s profit distribution plan for the year 2019.
6. To consider and approve the Company’s financial budget report for the year 2020.
7. To consider and approve the re-election and appointment of members of the second session of the Board.
 - 7.1 Re-election of Mr. Hong Zuobin as an executive Director of the Company.
 - 7.2 Re-election of Mr. Huang Youliang as an executive Director of the Company.
 - 7.3 Appointment of Mr. Jin Wensheng as an executive Director of the Company.
 - 7.4 Re-election of Mr. Yin Xingjing as an executive Director of the Company.

- 7.5 Re-election of Mr. Zhang Shengyi as an executive Director of the Company.
- 7.6 Re-election of Ms. Lin Zichan as an executive Director of the Company.
- 7.7 Re-election of Mr. Lin Zhongzhu as an executive Director of the Company.
- 7.8 Re-election of Mr. Ye Xiaosen as a non-executive Director of the Company.
- 7.9 Re-election of Mr. Hou Zukuan as a non-executive Director of the Company.
- 7.10 Re-election of Mr. Ng Jack Ho Wan as a non-executive Director of the Company.
- 7.11 Re-election of Mr. Wong Hak Kun as an independent non-executive Director of the Company.
- 7.12 Re-election of Mr. Wang Jingfu as an independent non-executive Director of the Company.
- 7.13 Re-election of Mr. Li Jing as an independent non-executive Director of the Company.
- 7.14 Re-election of Mr. Su Zhongdi as an independent non-executive Director of the Company.
8. To consider and approve the re-election and appointment of members of the second session of the Supervisory Committee.
 - 8.1 Re-election of Mr. Ye Sigong as a non-employee Supervisor of the Company.
 - 8.2 Re-election of Mr. Zhou Xiaoding as a non-employee Supervisor of the Company.
 - 8.3 Appointment of Mr. Liu Jie as a non-employee Supervisor of the Company.
9. To consider and approve the remuneration plan of Directors of the second session of the Board and Supervisors of the second session of the Supervisory Committee.
10. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's auditor and to authorize the Board and authorized person to determine its remuneration.

SPECIAL RESOLUTIONS

11. To consider and approve the grant of a general mandate to the Board to exercise the power of the Company to repurchase H shares not exceeding 10% of the aggregate nominal values of the Company's H shares as at the date of passing of the resolution in relation to the general mandate.
12. To consider and approve the grant of a general mandate to the Board to exercise the power of the Company to issue, allot and deal with the additional domestic shares and H shares not exceeding 20% of the respective number of the Company's domestic shares and H shares in issue as at the date of passing of the resolution in relation to the general mandate.
13. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.
14. To consider and approve the proposed amendments to the Articles of Association and the Rules of Procedures of Supervisory Committee.

Wenzhou, the PRC, 23 April 2020

As at the date of this notice, the Board comprises Mr. Hong Zuobin, Mr. Huang Youliang, Mr. Yin Xingjing, Mr. Zhang Shengyi, Ms. Lin Zichan, Mr. Lin Zhongzhu and Mr. Lin Jingdian as executive Directors, Mr. Ye Xiaosen and Mr. Hou Zukuan as non-executive Directors and Mr. Ng Jack Ho Wan, Mr. Wong Hak Kun, Mr. Wang Jingfu, Mr. Li Jing and Mr. Su Zhongdi as independent non-executive Directors.

Notes:

1. The register of members of the Company (the “**Register of Members**”) will be closed from 11 May 2020 to 10 June 2020 (both days inclusive), during which period no transfer of shares of the Company can be registered.

In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Board Office of the Company in the PRC (for holders of Domestic Shares), no later than 4:30 p.m. on 8 May 2020.

The Board of the Company has recommended a dividend of RMB0.6 per Share (tax inclusive) for the year ended 31 December 2019 and, if such dividend is declared by the shareholders passing the item 5 of the ordinary resolutions, it will be distributed to those shareholders whose names appear on the register of members of the Company after close of trading on 19 June 2020. The register of members of H Shares will be closed from 15 June 2020 to 19 June 2020 (both days inclusive). In order to be entitled to the dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Board office of the Company in the PRC (for holders of Domestic Shares), no later than 4:30 p.m. on 12 June 2020.

2. Shareholders of the Company (the “**Shareholders**”) who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the form of proxy must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the Board Office of the Company in the PRC not less than 24 hours before the time for holding the AGM (i.e. before 9:00 a.m. on 9 June 2020). If the form of proxy is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the AGM. If corporate Shareholders appoint authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the AGM.
6. Shareholders who intend to attend the AGM should complete the reply slip and return it to the Company’s H Shares registrar or the Board Office of the Company in the PRC by hand, by post or by fax on or before 21 May 2020.
7. The AGM is expected to take for less than half a day. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. Contact details of the Board Office of the Company in the PRC are as follows:

Address: Industrial Demonstrative Park, Lingxi Town, Cangnan County, Zhejiang province, the PRC
Telephone No.: +86-577-64837701
Fax No.: +86-577-64839306
9. Unless otherwise defined herein, the capitalized terms used herein shall have the same meanings as defined in the Company’s circular to be issued on 23 April 2020.
10. All times in this notice refer to Hong Kong local times.