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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 2020 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders' class meeting of Zhejiang Cangnan Instrument Group Company Limited (the "**Company**") will be held at 9:00 a.m. (or immediately after the conclusion or adjournment of the AGM and the 2020 first domestic shareholders' class meeting of the Company) 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:

SPECIAL RESOLUTION

1. 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.
2. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.

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 H Shareholders’ Class Meeting, 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, no later than 4:30 p.m. on 8 May 2020.

2. Shareholders of the Company (the “**Shareholders**”) who are entitled to attend and vote at the H Shareholders’ Class Meeting 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 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, not less than 24 hours before the time for holding the H Shareholders’ Class Meeting (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 H Shareholders’ Class Meeting 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 H Shareholders’ Class Meeting. If corporate Shareholders appoint authorized representative to attend the H Shareholders’ Class Meeting, 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 H Shareholders’ Class Meeting.
6. Shareholders who intend to attend the H Shareholders’ Class Meeting 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 H Shareholders’ Class Meeting is expected to take for less than half a day. Shareholders attending the H Shareholders’ Class Meeting 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.