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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)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING**
- (2) DISTRIBUTION OF FINAL DIVIDENDS FOR 2019**
- (3) ELECTION OF CHAIRMEN OF THE SECOND SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE**
- AND**
- (4) APPOINTMENT OF MEMBERS OF COMMITTEES UNDER THE SECOND SESSION OF THE BOARD**

Reference is made to the circular of Zhejiang Cangnan Instrument Group Company Limited (the “**Company**”) dated 23 April 2020 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING, THE H SHAREHOLDERS' CLASS MEETING AND THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

The annual general meeting (“**AGM**”), the H Shareholders’ Class Meeting and the domestic shareholders’ class meeting were 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.

As at the date of the AGM, the H Shareholders’ Class Meeting and the domestic shareholders’ class meeting, the total issued shares of the Company was 69,791,167 Shares, with 17,901,167 H Shares and 51,890,000 Domestic Shares, respectively. The total number of Shares of the Company entitling the Shareholders to attend and vote for or against the resolutions at the AGM, the H Shareholders’ Class Meeting and the domestic shareholders’ class meeting was 69,791,167 Shares, 17,901,167 Shares and 51,890,000 Shares, respectively. There was no Share of the Company entitling the Shareholders to attend and vote only against the resolutions at the AGM and the respective class meetings. No Shareholder was required to abstain from voting on any resolution at the AGM and the respective class meetings. None of the Shareholders of the Company has stated their intention in the Circular to vote against any of the resolutions at the AGM and respective class meetings.

The AGM, the H Shareholders' Class Meeting and the domestic shareholders' class meeting were chaired by Mr. Hong Zuobin, an executive Director and the Chairman of the Board.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer at the AGM and the respective class meetings for the purpose of vote-taking.

A. Poll Results of the AGM

The poll results of the resolutions passed at the AGM are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast at the AGM		Total number of votes cast
		For	Against	
1.	To consider and approve the report of the Board of Directors for the year 2019.	54,495,912 (100%)	0 (0%)	54,495,912
2.	To consider and approve the report of the Supervisory Committee for the year 2019.	54,495,912 (100%)	0 (0%)	54,495,912
3.	To consider and approve the final financial accounts for the year 2019.	54,495,912 (100%)	0 (0%)	54,495,912
4.	To consider and approve the independent auditor's report and the Company's audited financial statements for the year 2019.	54,495,912 (100%)	0 (0%)	54,495,912
5.	To consider and approve the Company's profit distribution plan for the year 2019.	54,495,912 (100%)	0 (0%)	54,495,912
6.	To consider and approve the Company's financial budget for the year 2020.	54,495,912 (100%)	0 (0%)	54,495,912
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.	54,495,912 (100%)	0 (0%)	54,495,912
7.2	Re-election of Mr. Huang Youliang as an executive Director of the Company	54,495,912 (100%)	0 (0%)	54,495,912
7.3	Appointment of Mr. Jin Wensheng as an executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.4	Re-election of Mr. Yin Xingjing as an executive Director of the Company	54,495,912 (100%)	0 (0%)	54,495,912
7.5	Re-election of Mr. Zhang Shengyi as an executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast at the AGM		Total number of votes cast
		For	Against	
7.6	Re-election of Ms. Lin Zichan as an executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.7	Re-election of Mr. Lin Zhongzhu as an executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.8	Re-election of Mr. Ye Xiaosen as a non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.9	Re-election of Mr. Hou Zukuan as a non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.10	Re-election of Mr. Ng Jack Ho Wan as an independent non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.11	Re-election of Mr. Wong Hak Kun as an independent non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.12	Re-election of Mr. Wang Jingfu as an independent non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.13	Re-election of Mr. Li Jing as an independent non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
7.14	Re-election of Mr. Su Zhongdi as an independent non-executive Director of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
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.	54,495,912 (100%)	0 (0%)	54,495,912
8.2	Re-election of Mr. Zhou Xiaoding as a non-employee Supervisor of the Company.	54,495,912 (100%)	0 (0%)	54,495,912
8.3	Appointment of Mr. Liu Jie as a non-employee Supervisor of the Company.	54,495,912 (100%)	0 (0%)	54,495,912

Ordinary Resolutions	Number of votes cast and approximate percentage of total number of votes cast at the AGM		Total number of votes cast
	For	Against	
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.	54,495,912 (100%)	0 (0%)	54,495,912
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.	54,495,912 (100%)	0 (0%)	54,495,912
Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast at the AGM		Total number of votes cast
	For	Against	
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.	54,495,912 (100%)	0 (0%)	54,495,912
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.	54,477,400 (99.966030%)	18,512 (0.033970%)	54,495,912
13. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.	54,495,912 (100%)	0 (0%)	54,495,912
14. To consider and approve the proposed amendments to the Articles of Association and the Rules of Procedures of Supervisory Committee.	54,495,912 (100%)	0 (0%)	54,495,912

As more than half of the votes were cast in favour of each of the abovementioned ordinary resolutions, the ordinary resolutions proposed at the AGM were all duly passed.

As more than two-thirds of the votes were cast in favour of each of the abovementioned special resolutions, all the special resolutions proposed at the AGM were duly passed.

B. Poll Result of the H Shareholders' Class Meeting

The poll results of the resolutions passed at the H Shareholders' Class Meeting are as follows:

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast at the H Shareholders' Class Meeting		Total number of votes cast
	For	Against	
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.	51,890,000 (100%)	0 (0%)	51,890,000
2. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.	51,890,000 (100%)	0 (0%)	51,890,000

As more than two-thirds of the votes were cast in favour of the abovementioned special resolutions, the special resolutions proposed at the H Shareholders' Class Meeting were duly passed.

C. Poll Result of the Domestic Shareholders' Class Meeting

The poll results of the resolutions passed at the domestic shareholders' class meeting are as follows:

Special Resolutions	Number of votes cast and approximate percentage of total number of votes cast at the domestic shareholders' class meeting		Total number of votes cast
	For	Against	
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.	2,605,912 (100%)	0 (0%)	2,605,912
2. To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.	2,605,912 (100%)	0 (0%)	2,605,912

As more than two-thirds of the votes were cast in favour of the abovementioned special resolutions, the special resolutions proposed at the domestic shareholders' class meeting were duly passed.

(2) DISTRIBUTION OF FINAL DIVIDENDS FOR 2019

As approved by the Shareholders at the AGM, the Board is pleased to announce the following details in respect of the distribution of final dividends for the year ended 31 December 2019 to Shareholders of the Company:

The Company will distribute final cash dividends of RMB0.6 per Share (tax inclusive) for the year ended 31 December 2019 on or around 20 July 2020 to shareholders whose names appear on the register of members of the Company on 19 June 2020. The cash dividends amounted to RMB41.87 million. Such dividends will be paid to holders of Domestic Shares in RMB and to holders of H Shares in Hong Kong dollar (the exchange rate of RMB against Hong Kong dollar will be calculated according to the average exchange rate announced by People's Bank of China one week before the date of the AGM (i.e. RMB1 to HK\$1.09268), being cash dividends of HK\$0.6556 per Share (tax inclusive)).

For the purpose of determining the list of the Shareholders who are entitled to the abovementioned final dividends, the register of members of the Company will be closed from 15 June 2020 to 19 June 2020 (both days inclusive). In order to be eligible for the final dividends for the year ended 31 December 2019, the unregistered holders of H Shares of the Company are required to submit the transfer documents to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 12 June 2020.

(3) ELECTION OF CHAIRMEN OF THE SECOND SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

The Board is pleased to announce that immediately following the 2019 AGM, the Board unanimously elected Mr. Hong Zuobin as the chairman of the second session of the Board of the Company. The term of office of Mr. Hong Zuobin is the same as that of his directorship. Immediately following the 2019 AGM, the second session of the Board of the Company consists of fourteen Directors, including seven executive Directors, namely Mr. Hong Zuobin, Mr. Huang Youliang, Mr. Jin Wensheng, Mr. Yin Xingjing, Mr. Zhang Shengyi, Ms. Lin Zichan and Mr. Lin Zhongzhu; two non-executive Directors, namely Mr. Ye Xiaosen and Mr. Hou Zukuan; and five independent non-executive Directors, namely, Mr. Ng Jack Ho Wan, Mr. Wong Hak Kun, Mr. Wang Jingfu, Mr. Li Jing and Mr. Su Zhongdi. For the details of biographies of directors above, please refer to the Circular. As of the date of this announcement, this information doesn't have any changes.

Immediately following the 2019 AGM, the Supervisory Committee of the Company unanimously elected Mr. Huang Xijun as the chairman of the second session of the Supervisory Committee of the Company, whose term of office is the same as that of his supervisorship. Immediately following the 2019 AGM, the second session of the Supervisory Committee of the Company consists of five Supervisors, including three non-employee representative Supervisors, namely Mr. Ye Sigong, Mr. Zhou Xiaoding and Mr. Liu Jie, and two employee representative Supervisors, namely Mr. Huang Xijun and Mr. Lin Jingdian. For the biographies of the above non-employee representative Supervisors, please refer to the Circular. As of the date of this announcement, there was no change in such information. For the biographies of the above employee representative Supervisors, please refer to the announcement of the Company dated 10 June 2020 in relation to the election of employee representative Supervisors.

(4) APPOINTMENT OF MEMBERS OF COMMITTEES UNDER THE SECOND SESSION OF THE BOARD

Immediately following the 2019 AGM, the Board appointed the following members of the Nomination Committee, Audit Committee and Remuneration Committee under the second session of the Board, which will become effective since 10 June 2020:

Nomination Committee

The Nomination Committee consists of five members, namely Mr. Hong Zuobin, Mr. Li Jing, Mr. Su Zhongdi, Mr. Ye Xiaosen and Mr. Wang Jingfu. Mr. Hong Zuobin has been appointed as the chairman of the Nomination Committee.

Audit Committee

The Audit Committee consists of five members, namely Mr. Wong Hak Kun, Mr. Ng Jack Ho Wan, Mr. Su Zhongdi, Mr. Wang Jingfu and Mr. Hou Zukuan. Mr. Wong Hak Kun has been appointed as the chairman of the Audit Committee.

Remuneration Committee

The Remuneration and Assessment Committee consists of five members, namely Mr. Su Zhongdi, Ms. Lin Zichan, Mr. Yin Xingjing, Mr. Wong Hak Kun and Mr. Ng Jack Ho Wan. Mr. Su Zhongdi has been appointed as the chairman of the Remuneration Committee.

By order of the Board
Zhejiang Cangnan Instrument Group Company Limited
Hong Zuobin
Chairman

Hong Kong, 10 June 2020

As of the date of this announcement, the Board comprises Mr. Hong Zuobin, Mr. Huang Youliang, Mr. Jin Wensheng, Mr. Yin Xingjing, Mr. Zhang Shengyi, Ms. Lin Zichan and Mr. Lin Zhongzhu 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.