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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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1743)

VOLUNTARY ANNOUNCEMENT IN RELATION TO

1. THE CONDITIONAL CASH OFFER BY HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED ON BEHALF OF ZHEJIANG CANGNAN INSTRUMENT GROUP COMPANY LIMITED TO BUY-BACK ALL THE ISSUED H SHARES

AT HK\$22.00 PER H SHARE;

AND

2. PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H SHARES OF THE COMPANY ON THE STOCK EXCHANGE OF HONG KONG LIMITED

Financial Adviser to the Company



Independent Financial Adviser to the Independent H Shareholders



Reference is made to (i) the announcements of Zhejiang Cangnan Instrument Group Company Limited (the “**Company**”) dated 5 February 2021, 3 March 2021 and 12 March 2021 made pursuant to Rule 3.7 and Rule 3.5 respectively, of the Takeovers Code; (ii) the offer document (the “**Offer Document**”) dated 1 April 2021; and (iii) the announcements dated 13 April 2021, 30 April 2021 and 17 May 2021 issued by the Company, in relation to the Share Buy-back Offer and the Voluntary Withdrawal. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Offer Document.

In order to further explain the acceptance procedures of the Share Buy-back Offer based on the information published in the Offer Document, the Company intends to send a bilingual leaflet in English and Chinese to the H Shareholders, with its contents set out as follows:

“Dear Shareholders:

The Company is pleased to announce that the special resolution to approve the Share Buy-back Offer and the Voluntary Withdrawal was duly passed by the requisite majority by way of poll at each of the EGM and the H Shareholders Class Meeting held at 12:00 noon, 17 May 2021.

Poll Results of the EGM and the H Shareholders Class Meeting

- i. As at least two-thirds of the votes attaching to the Shares held by all the Shareholders present and voting either in person or by proxy at the EGM were cast in favor of the abovementioned special resolution, the special resolution approving the Share Buy-back Offer and the Voluntary Withdrawal proposed at the EGM was duly passed.
- ii. As at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders present and voting either in person or by proxy at the H Shareholders Class Meeting were cast in favour and not more than 10% of all the votes attaching to the H Shares held by the Independent H Shareholders were cast against the abovementioned special resolution, the special resolution approving the Share Buy-back Offer and the Voluntary Withdrawal proposed at the H Shareholders Class Meeting was duly passed.

The latest time for acceptance of the Share Buy-back Offer on the First Closing Date is 4:00 p.m. on 31 May 2021. In order to allow Shareholders to gain a better understanding of the procedures regarding the acceptance of the Share Buy-Back Offer, we set out below a brief summary for your reference:

For H Shareholders who hold Shares in their own name:

If you are a Shareholder holding H Shares that are registered in your own name (i.e. holding one or more share certificates that bear your own name):

To accept the Share Buy-Back Offer, you are encouraged to send the duly completed and signed Form of Acceptance as soon as possible and in any event before the First Closing Date* (being the last day the Share Buy-back Offer and the Voluntary Withdrawal may become unconditional) together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), by post or by hand, to the Share Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

For H Shareholders who do not hold Shares in their own name:

If your H Share(s) has/have been lodged with your licensed securities dealer (i.e. broker) or other registered dealer in securities or custodian bank through CCASS:

To accept the Share Buy-Back Offer, please provide instructions to your licensed securities dealer to accept the Share Buy-back Offer on your behalf as soon as possible. You are strongly recommended to check with your licensed securities dealer (or other registered deal in securities or custodian bank) for the timing on the processing of your instructions and to submit your instructions as soon as possible, and in any event before the time as required by them (which may be earlier than the First Closing Date).

Hotline:

The Company's proxy and offer agent, Orient Capital Pty Limited may be reached at +852 3953 7250 (between 9:00 a.m. and 6:00 p.m. on Monday to Friday, excluding public holidays in Hong Kong) to answer any questions which any H Shareholders may have concerning administrative or procedural matters, such as dates, documentation and procedures relating to the Share Buy-back Offer and the Voluntary Withdrawal.

Important:

Shareholders shall note that the Board and the Independent Financial Adviser have issued their respective advices which state that the terms of the Share Buy-back Offer and the Voluntary Withdrawal is fair and reasonable and recommends the acceptance of the offer by the Independent H Shareholders. For further details, please refer to the Offer Document dated 1 April 2021 that was despatched to the H Shareholders and uploaded to the website of the Stock Exchange.

The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the Share Buy-back Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the Share Buy-back Offer and the Share Buy-back Offer has become unconditional in all respects and the H Shares are delisted from the Stock Exchange, this will result in the H Shareholders holding securities that are not listed on the Stock Exchange and there would be no public market for the trading and disposal of the H Shares.

In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code after the completion of the Share Buy-back Offer depending on whether it remains as a public company in Hong Kong under the Takeovers Code thereafter. Shareholders are therefore advised to exercise caution when taking the associated risks into consideration.

The expected timetable as set out below, as reproduced from the Offer Document, is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company. Unless otherwise expressly stated, all times and dates contained in the Offer Document refer to Hong Kong local time and dates.

Event	Time and Date
EGM and class meetings (H Shares and Domestic Shares)	12:00 noon on 17 May 2021
Date of announcement of the results of the EGM and class meetings on the website of HKEX and the Company (www.zjcnby.com)	17 May 2021
Reopening of the register of members	18 May 2021
First Closing Date	31 May 2021
Latest time for acceptance of the Share Buy-back Offer on the First Closing Date ^(Note 1)	4:00 p.m. on 31 May 2021
Announcement of the results of the Share Buy-back Offer on the First Closing Date ^(Note 2)	By 7:00 p.m. on 31 May 2021
Latest time for the Share Buy-back Offer to become or be declared unconditional as to acceptances (if not already unconditional)	7:00 p.m. on 31 May 2021
Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the Share Buy-back Offer on the First Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date) ^(Note 3)	9 June 2021
Last day of trading in the H Shares on the Stock Exchange, assuming the Voluntary Withdrawal is approved	22 June 2021
Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date) ^(Note 4)	28 June 2021
Latest time for the Share Buy-back Offer remaining opened for acceptance on the Final Closing Date and the closing of the Share Buy-back Offer	4:00 p.m. on 28 June 2021
Announcement of the results of the Share Buy-back Offer on the Final Closing Date	By 7:00 p.m. on 28 June 2021
Withdrawal of listing becoming effective	9:00 a.m. on 5 July 2021
Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Shares Offer on the Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date)	8 July 2021

Notes:

1. *The procedures for acceptance and settlement of the Share Buy-back Offer and related information are set out in Appendix I to this Offer Document and in the accompanying Form of Acceptance. Acceptances of the Share Buy-back Offer should be received by the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event by no later than 4:00 p.m. on 31 May 2021 or such later time(s) and/or date(s) as the Company may determine and announce, with the consent of the Executive, in accordance with the Takeovers Code.*
2. *The Company will issue an announcement on the Company's and HKEX's website by 7:00 p.m. on the First Closing Date stating the results of the Share Buy-back Offer and the Voluntary Withdrawal and whether the Share Buy-back Offer has been revised or extended, have expired or have become or been declared unconditional.*
3. *Remittances in respect of the cash consideration under the Share Buy-back Offer will be posted to the accepting Independent H Shareholders by ordinary post at their own risk as soon as possible but in any event within seven Business Days of the later of the date of receipt by the Share Registrar, of duly completed acceptance, or on the date the Share Buy-back Offer and Voluntary Withdrawal become or are declared unconditional.*
4. *The Share Buy-back Offer should remain open for acceptance for a longer period than normally required by Rule 15.3 of the Takeovers Code after it has been declared unconditional. At least 14 days' notice in writing must be given before the Share Buy-back Offer is closed to the H Shareholders who have not yet accepted the Share Buy-back Offer. Hence, the latest time to receive acceptances under the Share Buy-back Offer will be 4:00 p.m. on 28 June 2021.*
- * *If you do not accept the Share Buy-back Offer on or before the latest time for acceptance on the First Closing Date and the Offer does not become unconditional in all respects on or before the First Closing Date, the offer will lapse and Independent H Shareholders will not be able to tender their acceptance thereafter. If the Share Buy-back Offer becomes unconditional in all respects by the First Closing Date, such offer will be open for acceptance for 28 days until the Final Closing Date, and Independent H Shareholders will be able to accept such offer on or before the latest time for acceptance on the Final Closing Date.*

「致股東：

本公司欣然宣佈，於2021年5月17日中午十二時正舉行的臨時股東大會及H股類別股東大會分別以所需的多數票表決通過了批准股份回購要約及自願退市的特別決議案。

臨時股東大會及H股類別股東大會的投票結果

- i. 由於在臨時股東大會上經親身或通過受委代表投票的所有股東所持股份的至少三分之二投票贊成上述特別決議案，臨時股東大會上提呈的批准股份回購要約及自願退市的特別決議案獲正式通過。
- ii. 由於在H股類別股東大會上經親身或通過受委代表投票的獨立H股股東所持H股的至少75%投票贊成且獨立H股股東所持H股的不超過全部票數的10%投票反對上述特別決議案，H股類別股東大會上提呈的批准股份回購要約及自願退市的特別決議案獲正式通過。

於首個截止日期接納股份回購要約的最後時間為2021年5月31日下午四時正。為了讓股東更好地理解有關接納股份回購要約的程序，我們於下文作出簡要歸納，供閣下參考：

H股實名股東：

如閣下是H股實名登記股東（即持有一份或多份寫有自己名字的股票）：

為接納股份回購要約，我們鼓勵閣下盡快並無論如何在首個截止日期*（即股份回購要約及自願退市可能成為無條件的最後一天）之前，將妥善填寫及簽署的接納表格，連同相關股票及／或過戶收據及／或其他所有權文件（及／或任何就此所需令人信納之彌償保證），通過郵寄或親自交回至股份過戶登記處（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室）。

H股非實名股東：

如閣下的H股已透過中央結算系統寄存於閣下的持牌證券交易商（即經紀人）或其他註冊證券交易商或託管銀行：

為接納股份回購要約，請盡快向閣下的持牌證券交易商提供指示以代閣下接納股份回購要約。強烈建議閣下向閣下的持牌證券交易商（或其他註冊證券交易商或託管銀行）查詢了解處理閣下指示的時間，並盡快且無論如何須於彼等所規定的時間（可能早於首個截止日期）前提交閣下的指示。

諮詢熱線：

本公司的委任代表及要約代理Orient Capital Pty Limited的聯繫電話為+852 3953 7250(星期一至星期五上午九時正至下午六時正，香港公眾假期除外)，以解答任何H股股東可能有關行政或程序事宜的任何問題，例如與股份回購要約及自願退市有關的日期、文件及程序。

重要提示：

股東務請注意，董事會及獨立財務顧問已發表其各自意見，聲明股份回購要約及自願退市之條款乃屬公平合理，並建議獨立H股股東接納要約。有關更多詳情，請參閱已寄發予H股股東並已上傳至聯交所網站日期為2021年4月1日的要約文件。

根據中國法律及本公司的組織章程細則，本公司無權強制收購並未根據股份回購要約提呈接納的H股。因此，獨立H股股東須注意，如其不接納股份回購要約，而股份回購要約已於所有方面成為無條件，並且H股在聯交所退市，這將導致H股股東持有未於聯交所上市的證券且將不會有公開市場供H股交易及出售。

此外，在股份回購要約完成後，本公司將不再受上市規則的約束，並且可能會或可能不會繼續受到收購守則的制約，具體取決於其後本公司是否仍為收購守則下的香港上市公司。因此，股東於考慮相關風險時務請審慎行事。

下文所載時間表轉載自要約文件，僅供提示，可能作出改動。時間表如有任何變動，本公司將作出公告。除另有指明外，要約文件所載所有時間及日期均指香港時間及日期。

事件	事件及日期
臨時股東大會及類別股東大會 (H股及內資股)	2021年5月17日中午十二時正
於聯交所網站及本公司網站(www.zjcnbyb.com) 公佈臨時股東大會及類別股東大會結果的日期	2021年5月17日
重新開放辦理股份過戶登記手續	2021年5月18日
首個截止日期	2021年5月31日
於首個截止日期接納股份回購 要約的最後時間 ^(附註1)	2021年5月31日下午四時正
於首個截止日期公佈股份 回購要約的結果 ^(附註2)	2021年5月31日下午七時正前
股份回購要約成為無條件或宣佈為無條件 (倘未成為無條件)以供接納的最後時間	2021年5月31日下午七時正
就於首個截止日期接納股份回購 要約的最後時間或之前所收到的 有效接納寄發股份回購要約項下 應繳股款的最後日期(假設股份回購 要約於首個截止日期在所有方面已成為無條件) ^(附註3)	2021年6月9日
H股於聯交所買賣的最後日期(假設自願退市已獲批准)	2021年6月22日
最後截止日期(假設股份回購要約於 首個截止日期在所有方面已成為無條件) ^(附註4)	2021年6月28日
股份回購要約於最後截止日期仍可供 接納及股份回購要約截止的最後時間	2021年6月28日下午四時正
公佈股份回購要約於最後截止日期的結果	2021年6月28日下午七時正前
退市生效	2021年7月5日上午九時正
就於最後截止日期接納H股要約的 最後時間或之前所收到的有效接納 寄發股份回購要約項下應繳股款的 最後日期(假設股份回購要約於首個 截止日期在所有方面已成為無條件)	2021年7月8日

附註：

1. 股份回購要約的接納及結算程序以及有關資料載於本要約文件附錄一及隨附接納表格。股份回購要約接納須盡快惟無論如何不得遲於2021年5月31日下午四時正（或根據收購守則在獲執行人員同意下由本公司可能確定並公佈的有關較後時間及／或日期）送達股份過戶登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17M樓）。
 2. 本公司將於首個截止日期下午七時正前於本公司及香港聯交所網站刊發公告，列明股份回購要約及自願退市的結果以及股份回購要約是否已修訂或延長、已屆滿或已成為或宣佈為無條件。
 3. 有關股份回購要約項下現金代價的股款須盡快惟無論如何須於股份過戶登記處接獲已填妥的接納表格當日或股份回購要約及自願退市成為或獲宣佈為無條件當日（以較後者為準）起計七個營業日內以普通郵遞方式寄發予接納獨立H股股東，郵誤風險概由彼等自行承擔。
 4. 股份回購要約於獲宣佈為無條件後應維持在較收購守則規則15.3一般規定的更長期間內仍可供接納。於股份回購要約截止前，必須向尚未接納股份回購要約的H股股東發出至少14日書面通知。因此，根據股份回購要約接獲接納的最後時間將為2021年6月28日下午四時正。
- * 如閣下於首個截止日期接納的最後時間或之前不接納股份回購要約，且要約於首個截止日期或之前在所有方面並未成為無條件，則要約將失效而其後獨立H股股東將無法提呈接納。如股份回購要約於首個截止日期之前在所有方面成為無條件，有關要約將於最後截止日期之前的28天內可供接納，而獨立H股股東將可於最後截止日期接納的最後時間或之前接納有關要約。

WARNING

The Share Buy-back Offer is conditional upon the satisfaction of the conditions as described in the Offer Document. Accordingly, the Share Buy-back Offer may or may not become unconditional and the issue of the Offer Document does not imply that the Share Buy-back Offer or the Voluntary Withdrawal will be completed. The Directors strongly recommend the Independent H Shareholders not to form a view on the Share Buy-back Offer unless and until they have received and read the Offer Document, including the letter of advice from Gram Capital.

H Shareholders and potential investors are advised to exercise caution when dealing in the H Shares during the Offer Period, and if they are in any doubt about their position, they should consult their professional advisers.

Independent H Shareholders should note that if they do not accept the Share Buy-back Offer and such offer subsequently becomes unconditional in all respects and the Company is delisted from the Stock Exchange, it will result in such shareholders holding securities that are not listed on the Stock Exchange and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code depending on whether it remains as a public company in Hong Kong under the Takeovers Code.

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

Hong Kong, 17 May, 2021

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.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.