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If you have sold or transferred all your shares in Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited* (溫嶺浙江工量刀具交易中心股份有限公司) (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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溫嶺浙江工量刀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)

**PROPOSALS FOR (1) GENERAL MANDATE TO ISSUE NEW SHARES,
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS OF
THE SECOND SESSION OF THE BOARD AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE SECOND SESSION OF THE BOARD OF SUPERVISORS,
(3) PROPOSED PROFIT DISTRIBUTION FOR 2021
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 9 of this circular. A notice convening the AGM to be held at Conference Room, 4/F, Trading Centre, Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC at 1:00 p.m. on Friday, 6 May 2022, is set out on pages AGM-1 to AGM-4 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalfs. A proxy need not be a Shareholder. In order to be valid, the proxy form for the AGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

* For identification purpose only

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on Conference Room, 4/F, Trading Centre, Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC at 1:00 p.m. on Friday, 6 May 2022, notice of which is set out on pages AGM-1 to AGM-4 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors of the Company
“Company”	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), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Stock Exchange (stock code: 1379)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“General Mandate”	the general unconditional mandate to be granted by Shareholders to the Directors to allot and issue new domestic shares and/or H shares of the Company representing up to 20% of each of the total number of the Domestic Shares and/or H Shares as the case may be, that are issued and outstanding as at the date of the resolution to grant the general mandate
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested shares in the share capital of the Company, which are listed on the main board of the Stock Exchange with a nominal value of RMB1.00 each
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	11 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“%”	per cent

* *English transliteration for identification purpose only*

LETTER FROM THE BOARD



温岭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)

Executive Directors:

Mr. PAN Haihong (*Chief Executive Officer*)
Mr. ZHOU Guilin

Non-executive Directors:

Mr. HUANG Qun (*Chairman*)
Mr. WANG Wenming
Mr. CHENG Jinyun
Mr. YE Yunzhi

Independent non-executive Directors:

Mr. XU Wei
Mr. JIN Hongqing
Mr. TSOI Ka Shing

*Registered Office and Headquarters
in the PRC:*

Qianyangxia Village
Wenqiao Town
Wenling City
Zhejiang Province
PRC

*Principal Place of Business
in Hong Kong:*

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

14 April 2022

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR (1) GENERAL MANDATE TO ISSUE NEW SHARES,
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS OF
THE SECOND SESSION OF THE BOARD AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS OF
THE SECOND SESSION OF THE BOARD OF SUPERVISORS,
(3) PROPOSED PROFIT DISTRIBUTION FOR 2021
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the following resolutions to be put forward at the AGM: (i) to grant the Directors the General Mandate to issue new shares, (ii) proposed re-election and appointment of directors of the second session of the board and shareholder representative supervisors of the second session of the board of supervisors, (iii) proposed profit distribution for 2021, and (iv) other matters contained in the notice of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be tabled at the AGM.

LETTER FROM THE BOARD

II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the resolutions passed by Shareholders on 20 May 2021, the Directors were granted general mandate to allot and issue new Domestic Shares and/or H Shares, either separately or concurrently, not exceeding 20% of the number of our Domestic Shares in issue and/or H Shares in issue as at the date of passing such resolution to grant the general mandate.

The above general mandates will expire at the conclusion of the AGM. The General Mandate to issue new Shares will be put forward at the AGM for Shareholders' approval as a special resolution. For details, please refer to special resolution No. 9 of the notice of the AGM contained in pages AGM-1 to AGM-4 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 60,000,000 Domestic Shares and 20,000,000 H Shares. Subject to the grant of the General Mandate to issue new Shares at the AGM and on the basis that no Shares will be issued before the AGM, if the General Mandate is exercised in full, the Board will have the power to issue up to 12,000,000 Domestic Shares and 4,000,000 H Shares, representing 20% of the total number of the Shares in issue.

Any exercise of the power by the Board under the General Mandate shall comply with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained. The Board has no plan to issue new Shares pursuant to the General Mandate at present.

The General Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM; or (c) the revocation or variation of the authority given by a special resolution of the Company in general meeting approving the General Mandate.

III. PROPOSED PROFIT DISTRIBUTION FOR 2021

The Company will propose an ordinary resolution at the AGM for the consideration and, if thought fit, approval of the declaration and payment of dividends. A final dividend of RMB0.32 in cash (before tax) per share based on the number of Shares held by Shareholders registered as at the close of business on the record date for profit distribution and dividend payment will be proposed, and a Director will be authorized to deal with matters pertaining to the proposed profit distribution for 2021. The Company's total issued share capital was 80,000,000 Shares (including Domestic Shares and H Shares) as at 31 December 2021. Dividend payments are expected to be made to Shareholders on 27 June 2022.

LETTER FROM THE BOARD

In respect of the Company's distribution of final dividend to Shareholders whose names appear on the H share register of the Company on 20 May 2022, the Company will process income tax payable on dividends and profit distributions in accordance with relevant taxation laws and regulations of China. The details are as follow:

1. In connection with overseas non-resident corporate H shareholders, a 10% enterprise income tax to be withheld and paid on behalf of such shareholders by the Company shall apply in accordance with relevant provisions of the Notice of the State Administration of Taxation on issues concerning the withholding and payment of enterprise income tax on dividends paid by Chinese resident enterprises to overseas non-resident corporate H shareholders (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)). Any H shares registered in the name of non-resident corporate H shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as shares being held by non-resident corporate H shareholders, and consequently will be subject to the withholding of the enterprise income tax.
2. Pursuant to relevant laws and regulations and regulatory documents such as the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》), the Implementation Rules of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) and the Notice of the State Administration of Taxation on the Issues Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]45號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), dividends received by overseas resident individual shareholders from the stocks issued by domestic non-foreign-investment enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of the stocks issued by domestic non-foreign-investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and China, or the tax arrangements between Mainland China and Hong Kong (and Macau). For individual holders of H shares, dividends payable to them are subject to the individual income tax withheld at a tax rate of 10% in general unless otherwise specified by the tax regulations and the relevant tax agreements.

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IV. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS OF THE SECOND SESSION OF THE BOARD AND SHAREHOLDER REPRESENTATIVE SUPERVISORS OF THE SECOND SESSION OF THE BOARD OF SUPERVISORS

Proposed Re-election and Appointment of Directors of the Second Session of the Board

The term of the first session of the Board will expire on 6 May 2022, and, where applicable, shall continue to perform their duties before the election and formation of the second session of the Board at the AGM.

As disclosed in the announcement of the Company dated 11 April 2022, the Board proposed to appoint Mr. WONG Ka Wa as the independent non-executive director candidate in replacement for Mr. TSOI Ka Shing (“**Mr. Tsoi**”), who will retire from office upon the conclusion of the AGM subject to the approval by Shareholders of the appointment of the proposed new independent non-executive Director at the AGM pursuant to the Articles of Association. Mr. Tsoi has confirmed that he will not offer himself for re-election at the AGM due to his other work commitments which require more of his dedication and time. Accordingly, the Board has considered and approved the following Directors candidates of the second session of the Board:

- (1) executive Directors candidates: Mr. PAN Haihong and Mr. ZHOU Guilin;
- (2) non-executive Directors candidates: Mr. HUANG Qun, Mr. WANG Wenming, Mr. CHENG Jinyun, Mr. YE Yunzhi; and
- (3) independent non-executive Directors candidates: Mr. XU Wei, Mr. JIN Hongqing, and Mr. WONG Kai Wai.

The above Directors candidates meet the qualification requirements to serve as Directors as stipulated in the relevant PRC laws, regulations and the Articles of Association, and the Board agreed to submit the above list of candidates for consideration at the AGM.

The candidates for the second session of the Board include three independent non-executive Directors which constitute one-third of the Board and fulfil the requirements under the Listing Rules. In considering the proposed re-election and appointment of independent non-executive Directors (the “**Proposed Candidates**”), the nomination committee of the Board (the “**Nomination Committee**”) and the Board have taken into account the following factors:

1. The Proposed Candidates have extensive and solid experience in different sectors including accounting and finance management. Their education, background, experience and practical experience enable them to provide valuable and diversified opinions.

LETTER FROM THE BOARD

2. The Proposed Candidates have all confirmed to the Company that they comply with the independence requirement pursuant to Rule 3.13 of the Listing Rules. During their respective tenure (where appropriate), they have proactively and diligently carried out their duties as independent non-executive Directors and have provided valuable independent advice on the affairs of the Company from time to time with their remarkable professional knowledge and comprehensive experience which facilitated the enhancement of management standard and the further standardisation of corporate governance practices of the Company, protecting the overall interests of the Shareholders as a whole. The Company has conducted assessment on their independence and is of the view that each of them complies with the independence requirement as set out in Rule 3.13 of the Listing Rules and that they are considered as independent.
3. They have expressed objective views and exercised independent judgments in fulfilling their duties to the Company as independent non-executive Directors, and they continue to demonstrate the ability to provide an independent, balanced and objective view to the affairs of the Company. Taking into consideration their comprehensive knowledge, professional skills and experience as well as their thorough and deepened understanding of the Company and the Company's relevant industry, they will bring valuable contribution to the future sustainable and healthy development of the Company.
4. None of the Proposed Candidates holds a position as a director in seven or more than seven listed companies. They have confirmed that they will devote sufficient time and attention to the Company.

Accordingly, the Nomination Committee and the Board of the Company are of the view that the election of the Proposed Candidates to be the independent non-executive Directors of the Company can enhance the level of management of the Company by virtue of their professional knowledge and extensive experience, while promoting the independence and objectiveness in decision-making of the Board and the comprehensive and impartial supervision of the management of the Company in the interests of the Company and the Shareholders as a whole.

The AGM will elect two executive Directors, four non-executive Directors and three independent non-executive Directors, and these nine Directors will comprise the second session of the Board.

The Directors of the second session of the Board will serve for a term of three years. In accordance with the requirements of relevant PRC laws, regulations and the Articles of Association, the candidates for Directors of the second session of the Board are subject to the approval by the Shareholders at the AGM. The term of office of candidates for executive Directors, non-executive Directors, and independent non-executive Directors will take effect from the date of approval by the AGM and will expire when members are elected for the new session of the Board.

The biographical details of the Directors candidates for the second session of the Board are set out in Appendix I to this circular.

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Election and Appointment of Supervisors of the Second Session of the Board of Supervisors

The term of the first session of the Board of Supervisors will expire on 6 May 2022, and, where applicable, shall continue to perform their duties before the election and formation of the second session of the board of Supervisors at the AGM.

Employee Representative Supervisor

A meeting of the employee representatives of the Company was held on 30 March 2022 and Mr. XIE Huihui was elected as employee representative Supervisor of the second session of the board of Supervisors for a term of three years. The appointment of Mr. XIE Huihui shall become effective upon the conclusion of the AGM.

The biographical details of the employee representative Supervisor candidates of the second session of the board of Supervisors are set out in Appendix II to this circular.

Shareholder Representative Supervisors

As disclosed in the announcement of the Company dated 11 April 2022, the board of Supervisors has received a resignation letter from Ms. Yan Mengjie (“**Ms. Yang**”) that Ms. Yang has tendered her resignation from the position of a Shareholder representative Supervisor of the board of Supervisors due to her other personal commitments. The resignation of Ms. Yang will take effect upon the conclusion of the AGM. Ms. Yang has confirmed that she has no disagreement with the Board and the board of Supervisors and there are no other matters that need to be brought to the attention of the Shareholders.

The Board further announced on 11 April 2022 that the board of Supervisors has nominated Mr. Zhou Jiashen (“**Mr. Zhou**”) as a candidate for Shareholder representative Supervisor of the second session of the board of Supervisors, for a term commencing from the date when the AGM approves the election to the date when the term of the second session of the board of Supervisors expires (expecting to be May 2025). Mr. Zhou has confirmed that he has no disagreement on such nomination. The board of Supervisors considered and approved two candidates as Shareholder representative Supervisors, as detailed below.

Candidates for Shareholder representative Supervisors: Ms. XIE Yanli and Mr. Zhou Jiashen.

The above Supervisor candidates meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles, and the board of Supervisors agreed to submit the above list of candidates for consideration at the AGM.

The Supervisors of the second session of the board of Supervisors will serve for a term of three years, and the term of office of Shareholder representative Supervisors will take effect from the date of approval by the AGM and will expire when members are elected for the new session of the board of Supervisors.

The biographical details of the candidates of the Shareholder representative Supervisors of the second session of the board of Supervisors are set out in Appendix III to this circular.

LETTER FROM THE BOARD

V. AGM

A notice convening the AGM to be held at Conference Room, 4/F, Trading Centre, Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC at 1:00 p.m. on Friday, 6 May 2022, is set out on pages AGM-1 to AGM-4 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the AGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

VII. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including the grant of the General Mandate, proposed re-election and appointment of directors of the second session of the board and shareholder representative supervisors of the second session of the board of supervisors, profit distribution for 2021 and the other matters contained in the notice of AGM, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf 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

Mr. HUANG QUN

Chairman

Biographical details of the director candidates at the AGM are set out below:

Mr. PAN Haihong (潘海鴻), aged 45, is our executive Director, the chief executive officer and general manager of our Company. He was appointed as a Director in August 2015 before being re-designated as an executive Director on 21 November 2018. He is also the director, manager and legal representative of Wenling Xuri Investment Company Limited* (the “**Wenling Xuri**”). He is primarily responsible for overseeing strategic development, business planning and the day-to-day operations of our Group. He is also a member of the remuneration committee of our Company.

Mr. Pan has over 22 years of management related experience and has deep understanding of business development, corporate governance and administration. Prior to joining our Group, Mr. Pan served as a legal representative and venue supervisor in Wenling City Daxi Centre Caichang Company Limited* (溫嶺市大溪中心菜場有限公司) from June 1997 to August 2015, where he was responsible for overall management, daily operation and supervision of the company. Mr. Pan worked as an assistant officer in Wenling City Market Development Service Centre* (溫嶺市市場開發服務中心) (the “**Market Development Service Centre**”) from August 2015 to February 2018, where he was responsible for assisting the director in the supervision, operational management and personnel and general management of the centre. Mr. Pan has been a member of party committee in Wenling City Market Group Company Limited* (溫嶺市市場集團有限公司) (the “**Market Group**”) since February 2018, where he is responsible for making significant decisions and providing judgment to the committee. Mr. Pan completed a course in economic law organised by Hubei Province Economic Management Cadre Institute* (湖北省經濟管理幹部學院) in the PRC in June 2004.

Mr. ZHOU Guilin (周桂林), aged 63, is our executive Director, our chief operating officer, and the supervisor of Wenling Xuri. He is primarily responsible for overseeing financial management and day-to-day operations of our Group.

Mr. Zhou has over nine years of experience in trading centre operation industry and is highly knowledgeable in the areas of business operation and financial management. Mr. Zhou joined our Group as our deputy general manager in October 2009 and a Director in May 2018, and was re-designated as an executive Director on 21 November 2018, where he was responsible for overseeing the internal control and daily operation of our Group and monitoring the financial activities of our Group. Prior to joining our Group, Mr. Zhou was employed as a leader in urban construction management department of the government of Wenqiao Town in Wenling City from August 1993 to September 2009, where he was responsible for supervising the operation and managing the projects.

Mr. HUANG Qun (黃群), aged 59, is the chairman of our Board and a non-executive Director. He was appointed as a Director in May 2018 before being re-designated as a non-executive Director on 21 November 2018. He is primarily responsible for overseeing the growth strategy and overall management of our Group. He is also the chairman of the nomination committee and a member of the audit committee of our Company.

Mr. Huang has about 18 years of management related experience and has extensive knowledge in the areas of strategic planning, business development and administration. Prior to joining our Group, Mr. Huang was appointed as an officer in Market Development Service Centre from November 2001 to February 2018, where he was responsible for the overall management, business development and strategic planning of the centre. Mr. Huang has served as deputy general manager in Market Group since February 2018, where he is responsible for assisting the general manager in the overall development and operational planning of the company. Mr. Huang graduated in Administrative Management from Yangtze University (長江大學) in the PRC in June 2005.

Mr. WANG Wenming (王文明), aged 54, has been appointed as a Director since 3 May 2018. Mr. Wang was re-designated as a non-executive Director on 21 November 2018 and is primarily responsible for providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Group.

Mr. Wang has over 13 years of experience in management and administration. Prior to joining our Group, Mr. Wang has worked for Wenling City Wenqiao Town Maoyang Village Villagers Committee* (溫嶺市溫嶠鎮茅洋村村民委員會) (the “**Maoyang Village Committee**”) since November 2006, first as a deputy officer and subsequently as a secretariat, where he is responsible for the overall management and administration of and providing strategic advice to Maoyang Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC* (中國浙江省溫嶺市溫嶠鎮茅洋村). Mr. Wang served as a deputy of the Standing Committee of the Fifth National People’s Congress of Taizhou City in 2017 and has been a member of the 14th Committee in Wenling City of the Chinese People’s Political Consultative Conference since February 2017. Mr. Wang graduated from Wenling City College of Vocation and Technology* (溫嶺市職業技術學院) in the PRC in January 2011.

Mr. CHENG Jinyun (程錦雲), aged 64, has been appointed as a Director since 3 May 2018. Mr. Cheng was re-designated as a non-executive Director on 21 November 2018 and is primarily responsible for providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Group.

Mr. Cheng has approximately 16 years of experience in management and administration. Prior to joining our Group, Mr. Cheng has worked for Wenling City Wenqiao Town Shangjie Village Villagers Committee* (溫嶺市溫嶠鎮上街村村民委員會) (the “**Shangjie Village Committee**”) since January 2003 first as a member and subsequently the village head, and currently the secretariat, where he was responsible for the overall management and administration of the village and making significant decisions on the development of the village.

Mr. YE Yunzhi (葉雲志), aged 56, has been appointed as a Director since 3 May 2018. Mr. Ye was re-designated as a non-executive Director on 21 November 2018 and is primarily responsible for providing strategic advice on corporate developments and making recommendations on major operational and managerial decisions of our Group.

Mr. Ye has over 14 years of experience in management and administration. Prior to joining our Group, Mr. Ye has worked for Wenling City Wenqiao Town Zhongjie Village Villagers Committee* (溫嶺市溫嶠鎮中街村村民委員會) (the “**Zhongjie Village Committee**”) since April 2005, first as a party branch member of Zhongjie Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC* (中國浙江省溫嶺市溫嶠鎮中街村) and a committee member and subsequently as an officer, where he is responsible for overall management and administration of the village and providing strategic advice to the village. Mr. Ye received the award of Excellent Communist Party Member in Wenling City* (溫嶺市創先爭優優秀共產黨員) from the Wenling City Committee in June 2012. Mr. Ye completed a course in agricultural economic management organised by Taizhou Administration Institute* (台州行政學院) in the PRC in July 2008.

Mr. XU Wei (許偉), aged 51, has been appointed as our independent non-executive Director since 9 November 2018 and is primarily responsible for supervising and providing independent judgment to our Board. He is also a member of each of the audit and nomination committees of our Company.

Mr. Xu is a registered lawyer in the PRC and has over 26 years of experience in the legal industry. Mr. Xu was employed by Wenling City Songmen Legal Service Office* (溫嶺市松門法律服務所) as a legal officer from April 1993 to April 1999 and by Wenling City Ruoheng Legal Service Office* (溫嶺市箬橫法律服務所) as a chief officer from May 1999 to December 2012, where he was both primarily responsible for providing legal services. Subsequently, Mr. Xu worked for Zhejiang Mingquan Law Firm* (浙江明權律師事務所) as a trainee solicitor from January 2013 to March 2014, where he was primarily responsible for assisting the firm’s lawyers in legal related matters. Mr. Xu then worked for Zhejiang Qianheng Law Firm* (浙江乾衡律師事務所) as a lawyer from April 2014 to April 2015, where he was primarily responsible for providing legal services. Mr. Xu has worked for Zhejiang Qianheng (Wenling) Law Firm* (浙江乾衡(溫嶺)律師事務所) as a lawyer since May 2015, where he is primarily responsible for assisting in the management of the firm and providing legal services. Mr. Xu passed the National Judicial Examination* (國家司法考試) in the PRC and obtained his legal professional qualification in March 2012. Mr. Xu completed a course in legal studies through distance learning organised by the China University of Geosciences (中國地質大學) in the PRC in June 2004.

Mr. JIN Hongqing (金洪青), aged 68, has been appointed as our independent non-executive Director since 1 August 2018 and is primarily responsible for supervising and providing independent judgment to our Board. He is also the chairman of the remuneration committee and a member of the nomination committee of our Company.

Mr. Jin has over 32 years of experience in corporate governance, administration and management. Mr. Jin worked for Wenqiao Town People's Government, first as a deputy mayor of industry from June 1987 to September 1990 and from March 1993 to June 1995 and subsequently as a deputy officer from June 1995 to October 2012, where he was responsible for corporate governance, land management and administration of Wenqiao Town. Mr. Jin worked as a secretariat in Magong Xiang Party Committee* (馬公鄉黨委) from September 1990 to February 1993. Mr. Jin has been a secretary-general in Chamber of Commerce of Wenling Shoes and Leather Industry* (溫嶺市鞋革業商會) since November 2012, where he was responsible for assisting the president and vice president in daily operations and administration of the Chamber of Commerce. Mr. Jin received the award Advanced Worker* (先進工作者) in 1984, 1985, 1986 and 1989 and the award Advanced Individual* (先進個人) in 2007 and 2010 from the authorities, respectively, in recognition of his contribution to the advancement of Wenling City.

Mr. Wong Ka Wai (王加威), aged 42, has graduated from the City University of Hong Kong with a bachelor of business administration in accountancy in November 2001 and is currently a member of the Association of Chartered Certified Accountants. Mr. Wong has also obtained a bachelor of laws from the University of London in August 2007. Prior to joining the Group, Mr. Wong has over 10 years of experience in the tax and accounting field. From September 2001 to May 2004 and from April 2005 to July 2006, Mr. Wong was employed as the tax consultant of KPMG. From July 2006 to January 2008, Mr. Wong was the senior accountant in the tax department of Ernest & Young and was subsequently transferred to the tax department of the Shanghai office as manager until May 2010. From November 2010 to September 2011, he was the manager of BASF East Asia Regional Headquarters Limited, a chemical company principally engaged in chemicals, glues, and electronic chemicals. From November 2011 to December 2012, Mr. Wong was employed as a manager of the individual tax business unit in PricewaterhouseCoopers. From January 2013 to March 2017, Mr. Wong was a chairman of Jai Dam Distribution (Hong Kong) Co. Ltd, a company principally engaged in distributorship of a European fashion and jewellery brand, and was responsible for business development and management of a French jewellery brand in China region. From February 2017 to June 2017, Mr. Wong was an independent non-executive director of Green International Holdings Limited (listed on the Main Board of the Stock Exchange: stock code: 2700). Mr. Wong is an independent non-executive director of Jujiang Construction Group Co., Ltd. (listed on the Main Board of the Stock Exchange: stock code: 1459) since August 2015. Mr. Wong is the chief financial officer and company secretary of the Ruifeng Power Group Company Limited (listed on the Main Board of the Stock Exchange: stock code: 2025) since May 2017.

If the above candidates are appointed as Directors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the second session of the Board. Mr. ZHOU Guilin (周桂林), Mr. XU Wei (許偉), Mr. JIN Hongqing (金洪青) and Mr. WONG Ka Wai (王加威) is entitled to an annual director's fee of RMB30,000, RMB30,000, RMB30,000 and HK\$100,000 respectively. Other Directors are not entitled to any directors' fee, subject to annual review by the Remuneration Committee of the Company. The remuneration of the Directors are recommended by the Remuneration Committee of the Company and approved by the Board, having regard to their time commitment and responsibilities, the salaries paid by companies.

As at the Latest Practicable Date, save as disclosed above, the director candidates had confirmed that they (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of the candidates for independent non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

There is no other matter relating to the proposed appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the candidates for employee representative Supervisor elected at the AGM are set out below:

Mr. XIE Huihui (謝輝輝), aged 33, has been appointed as an employee representative Supervisor since 3 May 2018 and is primarily responsible for supervising the performance of duties by our Directors and members of the senior management of our Group.

Mr. Xie has about nine years of experience in the trading centre operation industry and has ample knowledge of business and risk management. Mr. Xie was the head of the shops management department of our Company from October 2009 to April 2018, where he was responsible for managing the properties of our Company, handling enquiries from regulatory authorities and overseeing the operations of our Company. Mr. Xie completed a course in software college computer information management from Ningbo Dahongying University (寧波大紅鷹學院) in the PRC in July 2008.

If the above candidates are appointed as Supervisors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the second session of the board of Supervisors. The emolument of a Supervisor will be determined with reference to the remuneration policies of the Supervisors of the Company.

As at the Latest Practicable Date, save as disclosed above, the employee representative Supervisor (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the appointment of the employee representative Supervisor that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of the candidates for Shareholder representative Supervisors at the AGM are set out below:

Ms. XIE Yanli (謝豔麗), aged 44, has been appointed as our chairlady of our Supervisory Committee and a Supervisor since 3 May 2018. She is primarily responsible for supervising the performance of duties by our Directors and members of the senior management of our Group.

Ms. Xie worked as a deputy officer in Market Development Service Centre from November 2001 to February 2018, where she was responsible for corporate management, daily operations, establishing party and discipline inspection of the centre. Ms. Xie has also served as a deputy general manager in Market Group since February 2018, where she is responsible for assisting the general manager in formulating the development strategy, internal management and daily operations of the company. Ms. Xie has been a vice president in Wenling City Market Association* (溫嶺市市場協會) since June 2017. Ms. Xie completed a course in accounting from Hubei Agricultural College* (湖北農學院) in the PRC in June 2002.

Mr. Zhou Jiashen (周珈申), aged 27, has about 6 years of experience in the trading centre operation industry and has ample knowledge of business and risk management. Mr. Zhou is the head of the administrative department of the Company since September 2017, where he is responsible for general administrative works and overseeing the operations of the Company. Mr. Zhou worked as a clerk in the administrative centre of Wenling Municipal Government from July 2016 to July 2017, where he was responsible for administrative works. Mr. Zhou completed a course in visual communication from the Hangzhou Zhijiang College* (中國杭州之江學校) in the PRC in June 2016.

If the above candidates are appointed as Supervisors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the second session of the board of Supervisors. The emolument of a Supervisor will be determined with reference to the remuneration policies of the Supervisors of the Company.

As at the Latest Practicable Date, save as disclosed above, the supervisor candidates (i) had not held any directorships in other publicly listed companies in the last three years; (ii) had not had any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) had not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the proposed appointment of Shareholder representative Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



温岭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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited* (the “**Company**”) will be held at Conference Room, 4/F, Trading Centre, Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC at 1:00 p.m. on Friday, 6 May 2022 for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2021.
2. To consider and approve the report of the board of supervisors (the “**Supervisors**”) of the Company for the year ended 31 December 2021.
3. To consider and approve the report of the auditors and the audited consolidated financial statements of the Company for the year ended 31 December 2021.
4. To consider and, if thought fit, approve the resolution regarding the re-election and election of Directors of the second session of the Board:
 - 4.1. re-election of Mr. Mr. PAN Haihong as an executive Director;
 - 4.2. re-election of Mr. Mr. ZHOU Guilin as an executive Director;
 - 4.3. re-election of Mr. HUANG Qun as a non-executive Director;
 - 4.4. re-election of Mr. WANG Wenming as a non-executive Director;
 - 4.5. re-election of Mr. CHENG Jinyun as a non-executive Director;
 - 4.6. re-election of Mr. YE Yunzhi as a non-executive Director;

NOTICE OF ANNUAL GENERAL MEETING

- 4.7. re-election of Mr. XU Wei as an independent non-executive Director;
- 4.8. re-election of Mr. JIN Hongqing as an independent non-executive Director; and
- 4.9. election of Mr. WONG Ka Wai as an independent non-executive Director.
5. To consider and, if thought fit, approve the resolution regarding the re-election and election of Shareholder representative Supervisors of the second session of the board of Supervisors:
 - 5.1. re-election of Ms. XIE Yanli as a Shareholder representative Supervisor; and
 - 5.2. election of Mr. Zhou Jiushen as a Shareholder representative Supervisor.
6. To consider and approve the proposed profit distribution for 2021.
7. To consider and approve the reappointment of KPMG as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.
8. To authorise the Board to fix the remuneration of the Directors and Supervisors.

AS SPECIAL RESOLUTIONS

9. To grant a general mandate to the Board to, during the relevant period, allot, issue and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H shares not exceeding 20% of the H Shares of the Company in issue and authorise the Board to make corresponding amendments to the articles of association of the Company (“**Articles**”) as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares pursuant to such mandate.

For the purpose of this resolution, relevant period means the period from the passing of this resolution until whichever is the earliest of:

- (1) The conclusion of the next annual general meeting of the Company;
- (2) The expiration of the period within the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or
- (3) The revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting.

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In view of the recent developments relating to COVID-19 infection, the Company strongly recommends the Shareholders intending to attend this meeting to vote by filling in and submitting the proxy form, i.e. to indicate their voting intention in the proxy form and designate the chairman of this meeting as your proxy to vote on your behalf on site. The form of proxy is despatched to Shareholders and can also be downloaded from the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.cnglj.com. In order to be valid, the proxy form for the AGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll.

The Company will also take the following precautions and control measures at this meeting to protect the Shareholders from the risk of infection:

- a. Compulsory body temperature check will be taken for every Shareholder or proxy at the entrance of the venue and anyone with a body temperature of more than 37.3 degrees Celsius will not be given access to the venue;
- b. Every Shareholder or proxy is required to wear facial surgical mask before entering into the venue and during their attendance of this meeting;
- c. No refreshment will be served; and
- d. No souvenir will be distributed.

Yours faithfully,
For and on behalf 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
Mr. HUANG QUN
Chairman

Zhejiang Province, the PRC, 14 April 2022

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Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Thursday, 28 April 2022 to Friday, 6 May 2022 (both days inclusive), during which period no transfer of H shares of the Company can be registered. Holders of H shares and domestic shares whose names appear on the registers of members of the Company on Friday, 6 May 2022 shall be entitled to attend and vote at the AGM. For holders of H shares who intend 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, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Wednesday, 27 April 2022.
3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.
4. In order to be valid, the proxy form for the AGM must be deposited by hand or by post, for holders of H shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorized, the power of attorney shall contain the number and class of shares for which such persons are authorized, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

5. In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend the general meeting or exercise all of the votes relating to the shares.
6. Shareholders or their proxies shall provide their identity documents when attending the AGM.
7. The address of the headquarters in the PRC of the Company is Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC.
8. Shareholders who attend the AGM shall bear their own traveling and accommodation expense.

* *For identification purpose only*