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**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 Tuesday, 9 May 2023 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 2022.
2. To consider and approve the report of the board of supervisors (the “**Supervisors**”) of the Company for the year ended 31 December 2022.
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 2022.
4. To consider and approve the proposed profit distribution for 2022.
5. 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.
6. To authorise the Board to fix the remuneration of the Directors and Supervisors.

7. To consider and approve the Company and its controlled subsidiaries to apply for credit facility from financial institution(s) by way of pledge or charge of their own assets, and that any Director(s) be and is hereby authorised to execute all such documents and/or do all such acts as the Director(s) may, in his absolute discretion, deem necessary for the Company or expedient and in the interest of the Company within the credit limit of not more than RMB400.0 million in order to deal with other related issues arising from this resolution, for the period from the passing of the relevant resolution until the conclusion of the next annual general meeting of the Company.

### **AS SPECIAL RESOLUTION**

8. 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 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 special resolution of the Shareholders of the Company in general meeting.

Yours faithfully,  
For and on behalf of the Board  
**Wenling Zhejiang Measuring and  
Cutting Tools Trading Centre Company Limited\***  
温岭浙江工量刃具交易中心股份有限公司  
**Mr. HUANG QUN**  
*Chairman*

Zhejiang Province, the PRC, 18 April 2023

*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 Tuesday, 2 May 2023 to Tuesday, 9 May 2023 (both days inclusive), during which period no transfer of H shares of the Company can be registered. Holders of H shares whose names appear on the registers of members of the Company on Tuesday, 9 May 2023 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Friday, 28 April 2023.
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

*As at the date of this announcement, the Board comprises Mr. Pan Haihong and Mr. Zhou Guilin as executive Directors; Mr. Huang Qun, Mr. Wang Wenming, Mr. Cheng Jinyun and Mr. Ye Yunzhi as non-executive Directors; and Mr. Xu Wei, Mr. Jin Hongqing and Mr. Wong Ka Wai as independent non-executive Directors.*

*\* For identification purpose only*