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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited\* (溫嶺浙江工量刃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)

**PROPOSALS FOR (1) GENERAL MANDATE TO ISSUE NEW SHARES,  
(2) PROFIT DISTRIBUTION FOR 2022,  
(3) AUTHORISATION TO APPLY FOR CREDIT FACILITY  
FROM FINANCIAL INSTITUTION(S)  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 7 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 Tuesday, 9 May 2023, is set out on pages AGM-1 to AGM-3 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 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.

18 April 2023

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## DEFINITIONS

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*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 Tuesday, 9 May 2023, notice of which is set out on pages AGM-1 to AGM-3 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

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## DEFINITIONS

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“Latest Practicable Date”	14 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*

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# LETTER FROM THE BOARD

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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)**

*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. WONG Ka Wai

*Registered Office and Headquarters  
in the PRC:*

Qianyangxia Village  
Wenqiao Town  
Wenling City  
Zhejiang Province  
PRC

*Principal Place of Business  
in Hong Kong:*

Unit 902, 9/F  
Chevalier Commercial Centre  
No. 8 Wang Hoi Road, Kowloon Bay  
Kowloon, Hong Kong

18 April 2023

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR (1) GENERAL MANDATE TO ISSUE NEW SHARES,  
(2) PROFIT DISTRIBUTION FOR 2022,  
(3) AUTHORISATION TO APPLY FOR CREDIT FACILITY  
FROM FINANCIAL INSTITUTION(S)  
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 profit distribution for 2022, (iii) proposed authorisation to apply for credit facility from financial institution(s), 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.

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## LETTER FROM THE BOARD

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### II. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES

Pursuant to the resolutions passed by Shareholders on 6 May 2022, 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. 8 of the notice of the AGM contained in pages AGM-1 to AGM-3 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 2022

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 RMB16,000,000 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 2022. The Company's total issued share capital was 80,000,000 Shares (including Domestic Shares and H Shares) as at 31 December 2022. Dividend payments are expected to be made to Shareholders on 9 June 2023.

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## LETTER FROM THE BOARD

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In respect of the Company's distribution of final dividend to Shareholders whose names appear on the H share register of the Company on 22 May 2023, 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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## LETTER FROM THE BOARD

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### IV. AUTHORISATION TO APPLY FOR CREDIT FACILITY FROM FINANCIAL INSTITUTION(S)

The Company has proposed to authorise the Company and its controlled subsidiaries (including any additional controlled subsidiaries during the year of 2023) to apply for credit facility from financial institution(s) for an aggregate amount of not more than RMB400.0 million (the “**Credit Limit**”) by way of pledge or charge of their own assets or other means for a pledge or charge period of not more than one year, and each pledgor or chargor may pledge or charge within the Credit Limit and the Company and its controlled subsidiaries may determine terms including pledgor, chargor, financial institution(s), facility amount and period, for the period from the passing of the relevant resolution until the conclusion of the next annual general meeting of the Company.

### 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 Tuesday, 9 May 2023, is set out on pages AGM-1 to AGM-3 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 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.

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.



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## LETTER FROM THE BOARD

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### VII. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the AGM including the grant of the General Mandate, profit distribution for 2022, authorisation to apply for credit facility from financial institution(s) 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\***  
温岭浙江工量刀具交易中心股份有限公司  
**Mr. HUANG QUN**  
*Chairman*

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# NOTICE OF ANNUAL GENERAL MEETING

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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.

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# NOTICE OF ANNUAL GENERAL MEETING

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## 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\***  
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, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

\* *For identification purpose only*