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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* (溫嶺浙江工量刀具交易中心股份有限公司), 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)

(1) PROPOSED APPOINTMENT OF DIRECTORS

AND

(2) NOTICE OF EGM

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice dated 19 May 2025 convening the EGM of the Company to be held at Conference Room, 4/F, Trading Centre, Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC on Wednesday, 4 June 2025 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

In order to be valid, the proxy form for the EGM 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 EGM (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 EGM or any adjourned meetings should they so wish.

19 May 2025

DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited* (溫嶺浙江工量刀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)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Conference Room, 4/F, Trading Centre, Qianyangxia Village, Wenqiao Town, Wenling City, Zhejiang Province, the PRC on Wednesday, 4 June 2025 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“Mr. Chen”	Mr. Chen Xiangbiao (陳祥標)
“Mr. Guo”	Mr. Guo Jun (郭俊)
“Mr. Jin”	Mr. Jin Guoxin (金國鑫)
“Ms. Xu”	Ms. Xu Chunhui (徐春慧)
“Nomination Committee”	the nomination committee of the Company
“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

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Director:

Mr. XU Yi

Non-executive Directors:

Mr. WANG Wenming

Mr. CHENG Jinyun

Mr. YE Yunzhi

Independent non-executive Directors:

Mr. XU Wei

Mr. WONG Ka Wai

Ms. HE Liyun

*Registered Office and Headquarters
in the PRC:*

Qianyangxia Village

Wenqiao Town

Wenling City

Zhejiang Province

PRC

*Principal Place of Business
in Hong Kong:*

Suite No. 11B, 22/F

Skyline Tower

No. 39 Wang Kwong Road

Kowloon Bay, Kowloon

Hong Kong

19 May 2025

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF DIRECTORS
AND
(2) NOTICE OF EGM

I. INTRODUCTION

The purpose of this circular is to provide you with (i) the information reasonably necessary to enable you to make a decision on whether to vote for, against or abstain from voting on the ordinary resolutions to be proposed at the EGM of the Company which will be convened for the purpose of considering and, if thought fit approving the proposed appointment of Directors; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF DIRECTORS

The Board hereby announces that as preliminarily considered and approved by the Nomination Committee, the Board resolved to propose at the EGM to elect Mr. Jin as a non-executive director, Mr. Chen and Mr. Guo as executive Directors and Ms. Xu as an independent non-executive Director, with the appointment be effective upon the election at the EGM and the term of office will end on the expiry date of the term of office of the third session of the Board.

The biography of the proposed Directors is set out below.

Mr. Jin Guoxin

Mr. Jin Guoxin, aged 48, has over 20 years of experience in property leasing industry and management. Mr. Jin graduated from Zhejiang University in 1998 with a degree in business administration. From November 1998 to September 2015, Mr. Jin held different positions in the Administration for Industry and Commerce of Wenling, with his last position being deputy director; from September 2015 to February 2018, Mr. Jin served as a deputy director of the Market Supervision and Regulation Bureau of Wenling; since February 2018, Mr. Jin has served as a director and deputy general manager of Wenling Market Group Company Limited, a controlling shareholder of the Company as defined under the Listing Rules.

Mr. Chen Xiangbiao

Mr. Chen Xiangbiao, aged 48, has over 15 years of experience in the convention and exhibition and property management industries. Mr. Chen has obtained various honours in the industries, such as “National Level 3 Exhibition Planner” (2012) and “National Level 2 Exhibition Planner” (2013) awarded by Hangzhou Municipal Bureau of Human Resources and Social Security, “Zhejiang Top Ten Outstanding Exhibition Figures” (2013) awarded by Zhejiang International Convention & Exhibition Industry Association and Annual China Outstanding Exhibition Entrepreneur Award (2014 & 2016) awarded by China Convention/Exhibition/Event Society.

Mr. Chen graduated from the Correspondence Academy of the Party School of the CPC Central Committee with a degree in business administration by correspondence in 2003. Mr. Chen started his career in June 1999 in Wenling Commerce Bureau, Wenling Bureau of Trade and Grain and Wenling Grain and Oil Management Company successively. From May 2011 to April 2025, he held different positions in Wenling Convention and Exhibition Centre Company Limited, with his last position being general manager. In April 2025, Mr. Chen formally joined the Group and served as the general manager and legal representative of the Company.

LETTER FROM THE BOARD

Mr. Guo Jun

Mr. Guo Jun, aged 41, graduated from Zhejiang Agriculture and Forestry University in 2023 with a degree in civil engineering. Mr. Guo has the qualification of national first-class construction engineer and project manager certificate. During the period from 2005 to 2022, Mr. Guo served in different projects in the development company under the Wenling Construction and Planning Bureau and the Wenling Urban Renewal and Construction Office. From September 2022 to November 2024, Mr. Guo served as the head of the preliminary construction department of Wenling City Qiaoling Investment Development Company Limited, a controlling shareholder of the Company as defined under the Listing Rules, and since December 2024, Mr. Guo has served as a vice general manager.

Ms. Xu Chunhui

Ms. Xu Chunhui, aged 36, graduated from Chongqing University with a control theory and control engineering degree in 2012 and obtained a master's degree in control theory and control engineering from Chongqing University in 2017. From June 2010 to September 2012, Ms. Xu served as a research and development engineer in the heavy equipment division of CSIC Shaanxi Diesel Engine Heavy Industry Company Limited. From June 2015 to August 2019, Ms. Xu was the director of scientific and technological services of the Zhejiang Branch of the Institute of Computing Technology of the Chinese Academy of Sciences and the Zhejiang Centre of Intelligent Property Rights Operation and Management Centre of the Chinese Academy of Sciences; and since September 2019, Ms. Xu has served as the general manager of the Incubation Operations Department of the Zhejiang International Collaborative Innovation Research Company.

As at the date of this circular, Ms. Xu has confirmed that (i) she meets the independence guidelines set out in Rule 3.13 of the Listing Rules on the Stock Exchange; (ii) there are no other factors that may affect her independence; and (iii) she does not have any past or present financial or other interest in the business of the Company or its subsidiaries, nor is she connected with any core connected persons (as defined in the Listing Rules) of the Company. Having considered the above, the Board considers Ms. Xu to be independent.

Save as disclosed above, as at the date of this circular, Mr. Jin, Mr. Chen, Mr. Guo and Ms. Xu have confirmed that they (i) do not hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualification, (ii) do not have other connections with any Director, senior management, substantial shareholder or controlling shareholder of the Company, (iii) do not hold any position with the Company or other members of the Group, (iv) do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), and (v) have not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Jin, Mr. Chen, Mr. Guo and Ms. Xu will enter into a service contract with the Company after approval of the proposed appointment is obtained at the EGM. The term of office of Mr. Jin, Mr. Chen, Mr. Guo and Ms. Xu shall be effective upon approval at the EGM and ending on the expiration of the term of the third session of the Board. The remuneration of Mr. Jin, Mr. Chen, Mr. Guo and Ms. Xu during their terms of office as Director was determined by the Remuneration Committee with reference to their duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. The remuneration of Mr. Jin, Mr. Chen, Mr. Guo and Ms. Xu are subject to review by the Board and the Remuneration Committee from time to time.

LETTER FROM THE BOARD

Save as disclosed above, there are no other matters in relation to the proposed appointment of Mr. Jin, Mr. Chen, Mr. Guo and Ms. Xu which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

III. THE EGM

The voting in respect of the approval of the resolutions at the EGM will be conducted by way of poll.

For the purpose of determining the list of holders of H shares of the Company that are entitled to attend the EGM, the register of members of H Shares will be closed from Tuesday, 3 June 2025 to Wednesday, 4 June 2025 (both days inclusive), during which no transfer of H Shares will be registered. If any holder of H Shares intends to attend the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's registrar for H Shares, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 2 June 2025.

Shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 4 June 2025, or their proxies, are entitled to attend the EGM by presenting their identity cards or passports.

A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. Form of proxy for use at the EGM is enclosed with this circular.

In order to be valid, the proxy form for the EGM 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 EGM (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 EGM or any adjourned meetings should they so wish.

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

XU YI

Director

NOTICE OF THE EGM



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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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 10:00 a.m. on Wednesday, 4 June 2025 for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. **THAT** the appointment of Mr. Jin Guoxin as a non-executive Director be and is hereby reviewed and approved.
2. **THAT** the appointment of Mr. Chen Xiangbiao as an executive Director be and is hereby reviewed and approved.
3. **THAT** the appointment of Mr. Guo Jun as an executive Director be and is hereby reviewed and approved.
4. **THAT** the appointment of Ms. Xu Chunhui as an independent non-executive Director be and is hereby reviewed and approved.

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
XU YI
Director

Zhejiang Province, the PRC, 19 May 2025

NOTICE OF THE EGM

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, 3 June 2025 to Wednesday, 4 June 2025 (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 Wednesday, 4 June 2025 shall be entitled to attend and vote at the EGM. For holders of H shares who intend to attend and vote at the EGM, 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 Monday, 2 June 2025.
3. Shareholders who are entitled to attend and vote at the EGM 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 EGM 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 EGM (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 EGM 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 EGM.
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 EGM shall bear their own traveling and accommodation expense.

* *For identification purpose only*