

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Friday, 25 October 2019 (the “**Prospectus**”) issued by 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**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The H Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Cinda International Capital Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it and on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date, and is expected to expire on Friday, 29 November 2019, the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



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)

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 20,000,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 2,000,000 H Shares (subject to adjustment)
Number of International Placing Shares	: 18,000,000 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$6.75 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value	: RMB1.00 per H Share
Stock Code	: 1379

*Sole Sponsor and Sole Global Coordinator*



*Joint Bookrunners and Joint Lead Managers*



*Co-Lead Managers*



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the H Shares to be issued by the Company pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the H Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 6 November 2019.

The Global Offering of 20,000,000 H Shares (subject to the Over-allotment Option) comprises: (1) the Hong Kong Public Offering of initially 2,000,000 H Shares (subject to adjustment), and (2) the International Placing of initially 18,000,000 H Shares (subject to adjustment and the Over-allotment Option), representing 10% and 90% of the total number of H Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus. In particular, the Joint Bookrunners may reallocate Offer Shares from the International Placing to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 4,000,000 Offer Shares, representing 20% of the total number of the Shares initially being offered under the Global Offering) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$6.25 per Offer Share) stated in the Prospectus.

The Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Bookrunners on behalf of the International Underwriters on or before the date which is the 30th day from the date of the last day of lodging applications under the Hong Kong Public Offering, to require the Company to issue and allot up to and not more than 3,000,000 additional H Shares (representing approximately 15% of the number of Offer Shares initially available under the Global Offering) at the Offer Price to cover over-allocations in the International Placing, if any.

In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company’s website at <http://cnlgj.com> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Subject to the granting of the approval for the listing of, and permission to deal in, the H Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$6.75 per Offer Share and is expected to be not less than HK\$6.25 per Offer Share unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$6.75 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$6.75 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) in relation to the HK eIPO White Form.**

Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (1) complete and sign the **WHITE** Application Forms, or (2) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (1) complete and sign the **YELLOW** Application Forms, or (2) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 25 October 2019, until 12:00 noon on Wednesday, 30 October 2019 from:

1. any of the following offices of the **Hong Kong Underwriters**:

**Cinda International Capital Limited**

45/F, Cosco Tower  
183 Queen's Road Central  
Hong Kong

**ChaoShang Securities Limited**

Rooms 2206–10, 22/F  
China Resources Building  
26 Harbour Road, Wan Chai  
Hong Kong

**Head & Shoulders Securities Limited**

Rooms 2511, 25/F, Cosco Tower  
183 Queen's Road Central  
Hong Kong

**Paragon Securities Limited**

Unit No.7, 11/F Commercial Emperor Group Centre  
No. 288 Hennessy Road  
Hong Kong

**Solomon JFZ (Asia) Holdings Limited**

19A, 19/F, Eton Building  
288 Des Voeux Road Central  
Central, Hong Kong

**China Galaxy International Securities (Hong Kong) Co., Limited**

20/F, Wing On Centre  
111 Connaught Road Central  
Hong Kong

**I Win Securities Limited**

Room 1916, Hong Kong Plaza  
188 Connaught Road West  
Sai Wan, Hong Kong

2. any of the following branches of Industrial and Commercial Bank of China (Asia) Limited:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Queen's Road Central Branch	Basement, Ground Floor and First Floor of 122 QRC, Nos. 122–126 Queen's Road Central, Hong Kong
	Wanchai Road Branch	G/F Times Media Centre, No. 133 Wan Chai Road, Hong Kong
Kowloon	Shamshuipo Branch	G/F, 290 Lai Chi Kok Road, Shamshuipo, Kowloon
	Hung Hom Branch	Shop 2A, G/F, Hung Hom Shopping Mall, 2–34E Tak Man Street, Hung Hom, Kowloon
New Territories	Sheung Shui Branch	Shop 2, G/F, San Fung Building, No. 33 San Fung Avenue, Shek Wu Hui, Sheung Shui, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 25 October 2019 until 12:00 noon on Wednesday, 30 October 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

The application for the Hong Kong Offer Shares will commence on Friday, 25 October 2019 through Wednesday, 30 October 2019. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Tuesday, 5 November 2019. Investors should be aware that the dealings in H Shares on the Stock Exchange are expected to commence on Wednesday, 6 November 2019.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**ICBC (ASIA) NOMINEE LIMITED – WENLING ZHEJIANG MEASURING AND CUTTING TOOLS TRADING CENTRE COMPANY PUBLIC OFFER**" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by the **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on Wednesday, 30 October 2019, the last application day) from 9:00 a.m. on Friday, 25 October 2019 until 11:30 a.m. on Wednesday, 30 October 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 30 October 2019 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates<sup>(1)</sup>:

Friday, 25 October 2019	–	9:00 a.m. to 8:30 p.m.
Monday, 28 October 2019	–	8:00 a.m. to 8:30 p.m.
Tuesday, 29 October 2019	–	8:00 a.m. to 8:30 p.m.
Wednesday, 30 October 2019	–	8:00 a.m. to 12:00 noon

*Note:*

(1) The times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participant.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. Friday, 25 October 2019 until 12:00 noon on Wednesday, 30 October 2019 (24 hours daily, except on Wednesday, 30 October 2019, the last application day).

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Tuesday, 5 November 2019 on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)), and on the Company’s website (<http://cnglj.com>).

The results of allocations under the Hong Kong Public Offering and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Tuesday, 5 November 2019 as described in the section “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title in respect of the H Shares, and will not issue receipt for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, 6 November 2019 provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its respective terms.

Dealings in the H Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 6 November 2019. The H Shares will be traded in board lots of 500 H Shares each. The stock code of the Company is 1379.

By order 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  
**Pan Haihong**  
*Executive Director*

Hong Kong, 25 October 2019

*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. Tsoi Ka Shing as independent non-executive Directors.*

*This announcement is available for viewing on the website of the Company at <http://cnglj.com> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*

\* *For identification purposes only*