

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本公告僅供參考，並不構成收購、購買或認購本公司證券的邀請或要約。



**Zhejiang Cangnan Instrument Group Company Limited**  
**浙江蒼南儀錶集團股份有限公司**  
(於中華人民共和國註冊成立的股份有限公司)  
(股份代碼：1743)

**自願性公告有關**

- 1. 華泰金融控股(香港)有限公司代表  
浙江蒼南儀錶集團股份有限公司作出以每股H股  
22.00港元的價格回購全部已發行H股的有條件現金要約；  
及**
- 2. 建議本公司H股自香港聯合交易所有限公司自願退市**

本公司的財務顧問



獨立H股股東的獨立財務顧問



茲提述(i)浙江蒼南儀錶集團股份有限公司(「本公司」)分別根據收購守則規則3.7及規則3.5作出日期為2021年2月5日、2021年3月3日及2021年3月12日的公告；及(ii)日期為2021年4月1日的要約文件(「要約文件」)；及(iii)本公司刊發日期為2021年4月13日的自願公告，內容有關股份回購要約及自願退市。除另有界定者外，本公告所用詞彙與要約文件所界定者具有相同涵義。

為了根據於要約文件已刊發的資料進一步闡述H股要約的接納程序，要約人擬向H股股東寄發中英雙語的小冊子，其內容載列如下：

“Dear H Shareholders,

As stated in the announcement published by the Company on the website of the Stock Exchange, the Company announced to buy-back all issued H Shares at the Offer Price of HK\$22.00 per H Share. Resolutions in respect of the Share Buy-Back Offer and the Voluntary Withdrawal will be proposed at the Extraordinary General Meeting (the “EGM”) and the H Shareholders Class Meeting of the Company on 17 May 2021, and the latest time for acceptance of the share buy-back offer is 31 May 2021(note). In order to allow Shareholders to gain a better understanding of the procedures regarding the Voting and the Acceptance of the Share Buy-Back Offer, we set out below a brief summary of the steps for your reference:

**For H Shareholders who hold Shares in their own name:**

If you are a Shareholder holding H Shares that are registered in your own name (i.e. holding one or more paper share certificates that bear your own name),

- (a) To vote at the EGM and the H Shareholders Class Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar as soon as possible and not less than 48 hours before the time of the holding of the EGM and the H Shareholders Class Meeting (i.e. before 12:00 noon on 15 May 2021). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM and the H Shareholders Class Meeting or any adjournment if you so wish.
- (b) To accept the Share Buy-Back Offer, you are encouraged to send the duly completed and signed Form of Acceptance together as soon as possible and before the First Closing Date\* (being the last day the Share Buy-back Offer and the Voluntary Withdrawal may become unconditional) if you choose to support the Share Buy-back Offer, with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), by post or by hand, to the Share Registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

**For H Shareholders who do not hold Shares in their own name:**

If your H Share(s) has/have been lodged with your licensed securities dealer (i.e. broker) or other registered dealer in securities or custodian bank through CCASS,

- (a) To vote at the EGM and/or the H Shareholders Class Meeting (as applicable) or attend in person, you should instruct your licensed securities dealer (or other registered dealer in securities or custodian bank) to give instructions to HKSCC Nominees Limited on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer (or other registered dealer in securities or custodian bank) for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer (or other registered dealer in securities or custodian bank) as required by them.
- (b) To accept the Share Buy-Back Offer, please provide instructions to your nominee agents of your intentions as soon as possible and before the internal deadline set by your nominee agents, which can be several days prior to the First Closing Date\*.

**Hotline:**

The Company's proxy and offer agent, Orient Capital Pty Limited may be reached at +852 3953 7250 (between 9:00 a.m. and 6:00 p.m. on Monday to Friday, excluding public holidays in Hong Kong) to answer any questions which any H Shareholders may have concerning administrative or procedural matters, such as dates, documentation and procedures relating to the Share Buy-back Offer and the Voluntary Withdrawal.

**Important:**

Shareholders shall note that that the Board and the Independent Financial Adviser have issued their respective advices which state that the terms of the Share Buy-back Offer and the Voluntary Withdrawal is fair and reasonable and recommends the acceptance of the offer by the Independent H Shareholders. For further details, please refer to the Offer Document that was despatched to the H Shareholders and uploaded by the Company to the website of the Stock Exchange on 1 April 2021.

The Company has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the Share Buy-back Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the Share Buy-back Offer and the Share Buy-back Offer has become unconditional in all respects and the H Shares are delisted from the Stock Exchange, this will result in the H Shareholders holding securities that are not listed on the Stock Exchange and there would be no public market for the trading and disposal of the H Shares.

In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code after the completion of the Share Buy-back Offer depending on whether it remains as a public company in Hong Kong under the Takeovers Code thereafter. Shareholders are therefore advised to exercise caution when taking the associated risks into consideration.

Independent H Shareholders should also note that if they do not agree to the terms of the Share Buy-back Offer, they can vote against the Share Buy-back Offer and the Voluntary Withdrawal at the meetings. If more than 10% of the disinterested H Shares voted against the Share Buy-back Offer and the Voluntary Withdrawal at the H Shareholders Class Meeting, the Share Buy-back Offer would not become unconditional and the Company would remain listed on the Stock Exchange.

*The expected timetable sets out below, as reproduced from the Offer Document, is indicative only and may be subject to changes. Any changes to the timetable will be announced by the Company. Unless otherwise expressly stated, all times and dates contained in the Offer Document refer to Hong Kong local time and dates.*

| <b>Event</b>   | <b>Time and Date</b>         |
|--|------------------------------|
| Latest time for lodging forms of proxy in respect of the EGM and class meetings <sup>(Note 1)</sup>  | 12:00 noon on 15 May 2021    |
| EGM and class meetings (H Shares and Domestic Shares)  | 12:00 noon on 17 May 2021    |
| Date of announcement of the results of the EGM and class meetings on the website of HKEX and the Company (www.zjcnby.com)  | 17 May 2021                  |
| Reopening of the register of members   | 18 May 2021                  |
| First Closing Date   | 31 May 2021                  |
| Latest time for acceptance of the Share Buy-back Offer on the First Closing Date <sup>(Note 2)</sup>   | 4:00 p.m. on 31 May 2021     |
| Announcement of the results of the Share Buy-back Offer on the First Closing Date <sup>(Note 3)</sup>  | By 7:00 p.m. on 31 May 2021  |
| Latest time for the Share Buy-back Offer to become or be declared unconditional as to acceptances (if not already unconditional)   | 7:00 p.m. on 31 May 2021     |
| Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the Share Buy-back Offer on the First Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date) <sup>(Note 4)</sup> | 9 June 2021                  |
| Last day of trading in the H Shares on the Stock Exchange, assuming the Voluntary Withdrawal is approved   | 22 June 2021                 |
| Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date) <sup>(Note 5)</sup>  | 28 June 2021                 |
| Latest time for the Share Buy-back Offer remaining opened for acceptance on the Final Closing Date and the closing of the Share Buy-back Offer   | 4:00 p.m. on 28 June 2021    |
| Announcement of the results of the Share Buy-back Offer on the Final Closing Date  | By 7:00 p.m. on 28 June 2021 |
| Withdrawal of listing becoming effective   | 9:00 a.m. on 5 July 2021     |
| Latest date for posting of remittances for the amounts due under the Share Buy-back Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Shares Offer on the Final Closing Date (assuming the Share Buy-back Offer has become unconditional in all respects on the First Closing Date)                           | 8 July 2021                  |

Notes:

1. *For H Shareholders, the proxy forms shall be provided to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, whereas for Domestic Shareholders, the proxy forms shall be provided to the Company instead. Completion and return of a proxy form for the EGM and/or the H Shareholders Class Meeting will not preclude an Independent H Shareholder from attending the EGM and/or the H Shareholders Class Meeting and, as the case may be, voting in person if he/she/it so wishes and if such Independent H Shareholder has notified the Company not less than 48 hours in writing before the time appointed for any adjournment of the EGM and the H Shareholders Class Meeting. In such event, the returned proxy form will be deemed to have been revoked.*
2. *The procedures for acceptance and settlement of the Share Buy-back Offer and related information are set out in Appendix I to this Offer Document and in the accompanying Form of Acceptance. Acceptances of the Share Buy-back Offer should be received by the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event by no later than 4:00 p.m. on 31 May 2021 or such later time(s) and/or date(s) as the Company may determine and announce, with the consent of the Executive, in accordance with the Takeovers Code.*
3. *The Company will issue an announcement on the Company's and HKEX's website by 7:00 p.m. on the First Closing Date stating the results of the Share Buy-back Offer and the Voluntary Withdrawal and whether the Share Buy-back Offer has been revised or extended, have expired or have become or been declared unconditional.*
4. *Remittances in respect of the cash consideration under the Share Buy-back Offer will be posted to the accepting Independent H Shareholders by ordinary post at their own risk as soon as possible but in any event within seven Business Days of the later of the date of receipt by the Share Registrar, of duly completed acceptance, or on the date the Share Buy-back Offer and Voluntary Withdrawal become or are declared unconditional.*
5. *The Share Buy-back Offer should remain open for acceptance for a longer period than normally required by Rule 15.3 of the Takeovers Code after it has been declared unconditional. At least 14 days' notice in writing must be given before the Share Buy-back Offer is closed to the H Shareholders who have not yet accepted the Share Buy-back Offer. Hence, the latest time to receive acceptances under the Share Buy-back Offer will be 4:00 p.m. on 28 June 2021.*

\* *If you do not accept the Share Buy-back Offer by the First Closing Date (or the corresponding internal deadline set by your nominee agents if your H Share(s) has/have been lodged with your licensed securities dealer or other registered dealer in securities or custodian bank through CCASS) and the Offer does not become unconditional in all respects by the First Closing Date, the offer will lapse and Independent H Shareholders will not be able to tender their acceptance thereafter. If the Share Buy-back Offer becomes unconditional in all respects by the First Closing Date, such offer will be open for acceptance for 28 days until the Final Closing Date, and Independent H Shareholders will be able to accept such offer by the Final Closing Date (or the corresponding internal deadline set by your nominee agents if your H Share(s) has/have been lodged with your licensed securities dealer or other registered dealer in securities or custodian bank through CCASS).*

*Note: Your broker may have earlier deadlines for voting instruction and offer acceptance than the dates shown on the Offer Document, you are encouraged to take action at earliest convenience, and inquire your broker and the above hotline should you have any questions.”*

## 「致H股股東：

如本公司於聯交所網站發佈的公告所述，本公司宣佈按要約價每股H股22.00港元回購所有已發行H股，謹訂於2021年5月17日舉行臨時股東大會（「臨時股東大會」）及H股類別股東大會表決有關股份回購要約及自願退市的決議案，接納股份回購要約的最後期限為2021年5月31日（註）。為了讓各位股東更清晰瞭解本公司投票及股份回購要約的接納程序，以下簡要歸納了步驟，供閣下參考：

### 以本身名義持有股份的H股股東：

倘閣下為持有以閣下名義登記的H股股東（即持有一張或多張印有閣下名字的紙質股票），

- (a) 閣下於臨時股東大會及H股類別股東大會上投票，務請盡快將代表委任表格按其上印列的指示填妥並交回股份過戶登記處及不得遲於臨時股東大會及H股類別股東大會指定舉行時間前48小時（即2021年5月15日中午十二時正前）交回。填妥及交回代表委任表格後，閣下仍可依願親身出席臨時股東大會及H股類別股東大會或其任何續會，並於會上投票。
- (b) 閣下接受股份回購要約，鼓勵盡快及倘閣下選擇支持股份回購要約，於首個截止日期\*前（即股份回購要約及自願退市能夠成為無條件的最後一日）將已填妥及簽署的接納表格連同相關股票及／或過戶收據及／或其他所有權文件（及／或任何就此所需令人信納的一項或多項彌償保證），以郵寄或親自遞交方式送達股份過戶登記處（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖）。

### 並非以本身名義持有股份的H股股東：

如閣下的H股已透過中央結算系統寄存於閣下的持牌證券交易商（即經紀）或其他註冊證券交易商或託管銀行，

- (a) 閣下於股東特別大會及／或H股類別股東大會（如適用）上投票或親身出席，請盡快指示閣下的持牌證券交易商（或其他註冊證券交易商或託管銀行）於香港中央結算（代理人）有限公司所規定的最後期限或之前代表閣下向香港中央結算（代理人）有限公司發出指示。為趕及香港中央結算（代理人）有限公司設定的最後期限，閣下應向閣下的持牌證券交易商（或其他註冊證券交易商或託管銀行）查詢處理閣下指示的所需時間，並按其要求向其提交閣下的指示。
- (b) 接納股份回購要約，請盡快及閣下之代名人代理所設定的內部截止日期前（其可為首個截止日期\*前數天）就閣下對股份回購要約的意向向閣下代名人代理作出指示。



## 熱線電話：

聯絡本公司的委任及要約代理Orient Capital Pty Limited，可致電+852 39537250（星期一至星期五（香港公眾假期除外）上午九時正至下午六時正），以回答任何H股股東有關行政或程序事宜的任何提問，如有關股份回購要約及自願退市的日期、文件及程序。

## 提示：

股東須注意，董事會及獨立財務顧問各自己已出具彼等對股份回購要約及自願退市為公平合理的意見，並建議獨立股東接受要約。進一步詳情可參閱本公司於2021年4月1日寄發予H股股東並於聯交所網站上載的要約文件。

根據中國法律及本公司的公司章程，本公司無權強制收購未根據股份回購要約提呈以供接納的H股。因此，獨立H股股東務請注意，倘彼等不接納股份回購要約，且股份回購要約在所有方面均成為無條件及H股於聯交所退市，則將導致H股股東持有並無於聯交所上市之證券及並無公開市場買賣及處理H股。

此外，於股份回購要約完成後，本公司將不再受上市規則之規定所規限，且或可能會繼續受收購守則所規限（視乎此後就收購守則而言其是否仍為香港公眾公司而定）。因此，股東務請審慎考慮相關風險。

獨立H股股東務請注意，如其不接納股份回購要約，而有關要約隨後於所有方面成為無條件，且本公司自聯交所退市，將導致該等股東持有並非於聯交所上市的證券，而H股的流動性可能會大幅降低。此外，本公司將不再受限於上市規則項下的規定，且未必會繼續受收購守則規限，具體取決於其仍否為收購守則項下的香港公眾公司。

以下時間表（轉載自要約文件）僅供參考，並可予更改。如時間表有任何變動，本公司將作出公佈。除非另有明確表示者外，要約文件所載的所有時間及日期均表示香港本地時間及日期。

| 事件  | 時間及日期                 |
|---|-----------------------|
| 遞交臨時股東大會及類別股東大會之代表委任表格之截止時間 <sup>(附註1)</sup>  | 二零二一年五月十五日<br>中午十二時正  |
| 臨時股東大會及類別股東大會(H股及內資股股份)   | 二零二一年五月十七日<br>中午十二時正  |
| 於香港聯交所及本公司之網站(www.zjcnby.com)之臨時股東大會及類別股東大會結果公告日期   | 二零二一年五月十七日            |
| 股東名冊重開  | 二零二一年五月十八日            |
| 首個截止日期  | 二零二一年五月三十一日           |
| 於首個截止日期接納股份回購要約之截止時間 <sup>(附註2)</sup>   | 二零二一年五月三十一日<br>下午四時正  |
| 於首個截止日期公佈股份回購要約結果 <sup>(附註3)</sup>  | 二零二一年五月三十一日<br>下午七時正前 |
| 就接納(倘非已為無條件)而言股份回購要約成為或宣佈為無條件之截止時間  | 二零二一年五月三十一日<br>下午七時正  |
| 於首個截止日期接納股份回購要約的截止時間或之前於股份回購要約項下所接獲有關有效接納寄發應付股款之截止時間(假設股份回購要約已於首個截止日期於所有方面成為無條件) <sup>(附註4)</sup> | 二零二一年六月九日             |
| 於聯交所買賣H股的最後日期(假設自願退市已獲批准)   | 二零二一年六月二十二日           |
| 最後截止日期(假設股份回購要約已於首個截止日期於所有方面成為無條件) <sup>(附註5)</sup>   | 二零二一年六月二十八日           |
| 股份回購要約於最後截止日期仍然開放接納及終止股份回購要約之截止時間   | 二零二一年六月二十八日<br>下午四時正  |

## 事件

## 時間及日期

於最後截止日期公佈股份回購要約的結果

二零二一年六月二十八日  
下午七時正前

撤回上市成為有效

二零二一年七月五日  
上午九時正

於最後截止日接納H股股份要約的截止時間或  
之前於股份回購要約項下所接獲有關有效接納寄發應付股款之  
截止時間(假設股份回購要約已於首個截止日期  
於所有方面成為無條件)

二零二一年七月八日

附註：

1. 就H股股東而言，應向本公司的股份過戶登記處香港中央證券登記有限公司提交代表委任表格，而就內資股股東而言，則應向本公司提交代表委任表格。填寫及交回臨時股東大會及／或H股類別股東大會的代表委任表格，獨立H股股東仍可依願出席臨時股東大會及／或H股類別股東大會，並(視乎情況而定)依願親自投票及倘獨立H股股東已在臨時股東大會和H股類別股東大會之任何續會指定時間48小時前以書面形式知會本公司。在該情況下，已交回的代表委任表格將被視為已撤銷。
2. 股份回購要約和相關資料之接納及交收程序載於本要約文件附錄一及隨附之接納表格。股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)須盡快及無論如何不遲於二零二一年五月三十一日下午四時正或本公司根據收購守則可能釐定及公佈並獲執行人員同意之有關較後時間及／或日期接獲股份回購要約之接納。
3. 本公司將於首個截止日期下午七時於本公司和香港聯交所的網站刊發公告，以表述股份回購要約和自願退市的結果，以及股份回購要約是否已被修改或延長、已到期或已成為或宣佈為無條件。
4. 根據有關股份回購要約之現金代價股款將盡快以普通郵遞方式寄發予接納獨立H股股東，郵誤風險概由彼等自行承擔，惟無論如何須於股份過戶登記處之接獲日期、正式完成接納或股份回購要約成為或宣佈為無條件之日期(以較後者為準)後七個營業日期內寄出。
5. 股份回購要約在被宣佈為無條件後，應比《收購守則》規則15.3正常要求的開放時間更長。在尚未接受股份回購要約的H股股東完成股份回購要約之前，必須至少提前14天以書面形式發出通知。因此，接獲接納股份回購要約的截止時間將為二零二一年六月二十八日下午四時正。

\* 倘閣下於首個截止日期(或倘閣下的H股已透過中央結算系統寄存於閣下的持牌證券交易商或其他註冊證券交易商或託管銀行，則於閣下的代名人代理所設定的相應內部截止日期)前並無接受股份回購要約，且要約於首個截止日期前並無在所有方面均成為無條件，則要約將告失效，而獨立H股股東將無法於其後提交其接納。倘股份回購要約於首個截止日期前在所有方面均成為無條件，則有關要約將可供接納28天，直至最後截止日期為止，而獨立H股股東將能夠於最後截止日期(或倘閣下的H股已透過中央結算系統寄存於閣下的持牌證券交易商或其他註冊證券交易商或託管銀行，則於閣下的代名人代理所設定的相應內部截止日期)前接納有關要約。

註：閣下之經紀就投票指示及接納要約可能有比起要約文件所呈列的日期的更早截止日期，鼓勵閣下在可行的情況下盡快作出行動及如有任何問題，向閣下之經紀及上述熱線作出查詢。」

## 警告

股份回購要約須待要約文件所述條件獲達成後方可作實。因此，股份回購要約可能會或可能不會成為無條件，且要約文件的刊發並不表示股份回購要約或自願退市將會完成。董事強烈建議獨立H股股東待收到及閱讀要約文件(包括嘉林資本的意見函)後方就股份回購要約作出決定。

H股股東及潛在投資者於要約期內買賣H股時務請審慎行事，如彼等對其狀況有任何疑問，應諮詢其專業顧問。

獨立H股股東務請注意，如其不接納股份回購要約，而有關要約隨後於所有方面成為無條件，且本公司自聯交所退市，將導致該等股東持有並非於聯交所上市的證券，而H股的流動性可能會大幅降低。此外，本公司將不再受限於上市規則項下的規定，且未必會繼續受收購守則規限，具體取決於其仍否為收購守則項下的香港公眾公司。

獨立H股股東亦應注意，如其不同意股份回購要約條款，則其可在大會上投票反對股份回購要約及自願退市。如10%以上無利益關係的H股於H股類別股東大會上投票反對股份回購要約及自願退市，則股份回購要約將不會成為無條件，且本公司將維持在聯交所上市地位。

承董事會命  
浙江蒼南儀錶集團股份有限公司  
主席  
洪作斌

香港，2021年4月30日

於本公告日期，本公司董事會包括執行董事洪作斌先生、黃友良先生、金文勝先生、殷興景先生、章聖意先生、林姿嬋女士及林中柱先生；非執行董事葉小森先生及侯祖寬先生；及獨立非執行董事吳浩雲先生、王克勤先生、王靖甫先生、李靜先生及蘇中地先生。

全體董事願就本公告所載資料之準確性共同及個別地承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知，本公告內所表達之意見乃經審慎周詳考慮後作出，且本公告並無遺漏其他事實，足以致令本公告所載任何陳述產生誤導。