

THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Zhejiang RuiYuan Intelligent Control Technology Company Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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RUIYUAN
瑞 远

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8249)

**PROPOSED GRANT OF GENERAL MANDATE
TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS AND SUPERVISORS AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2018 annual report of the Company, which contains the directors' report, the auditors' report by Crowe (HK) CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2018.

A notice convening the Annual General Meeting of the Company to be held at 10:00 a.m. on Friday, 31 May 2019 at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's H share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof (as the case may be) should you so wish.

This circular, for which the directors of the Company (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of Hong Kong Stock Exchange Limited 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 that the information contained in this circular is accurate and complete in all material respects and not exist misleading or fraudulent ingredients; and there are no matters the omission of which would make any statement in this circular misleading.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.ruiyuanhk.com.

* For identification purpose only

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF
HONG KONG LIMITED (“STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2018 Annual Report”	annual report of the Company for the year ended 31 December 2018
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Hong Kong time 10:00 a.m. on Friday, 31 May 2019 at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC or any adjournment meeting thereof
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of directors of the Company
“Code”	the Codes on Takeovers and Mergers and Share Buybacks
“Company”	Zhejiang RuiYuan Intelligent Control Technology Company Limited* (浙江瑞遠智控科技股份有限公司), a joint stock company incorporated in the People’s Republic of China and the H Shares of which are listed on GEM
“Directors”	the directors of the Company
“Domestic Share(s)”	domestic share(s) of the Company which are subscribed for in Renminbi
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign invested shares of the Company, which are listed on GEM and subscribed for and traded in HK\$
“HK\$”	the Hong Kong Dollar, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to allot, issue and deal with Shares, either separately or concurrently once every twelve months, not more than 20% of each of the existing Domestic Shares and H Shares of the issued share capital of the Company as at the date of passing of the resolutions approving the Issue Mandate

DEFINITIONS

“Latest Practicable Date”	25 March 2019, being the Latest Practicable Date prior to the printing of this circular
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of RMB0.10 each in the capital of the Company, including Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Special Resolution(s)”	the proposed special resolution(s) as referred in the notice of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Board of Supervisors”	the board of supervisors of the Company

LETTER FROM THE BOARD

RUIYUAN
瑞 远

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8249)

Executive Directors:

Mr. He Keng (*Chairman*)

Ms. Wu Shanhong

Mr. Chen Weiqiang

Mr. Ding Cheng

Registered Office & Head Office:

Factory, No. 3, Laiyan Road West

Economic Development Zone (South Side)

Yuyao, Zhejiang

China

Independent non-executive Directors:

Mr. Kwok Kim Hung Eddie

Mr. Zhang Zhuoyong

Mr. Zhang Tieyi

Principal Place of Business

in Hong Kong:

40th Floor, Sunlight Tower

248 Queen's Road East

Wanchai, Hong Kong

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATE
TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the granting of the Issue Mandate and the re-election of Directors and Supervisors, and to give you notice of the AGM at which resolutions will be proposed to consider and, if thought fit, approve at the AGM, among other matters, the granting of the general mandate to issue shares, and the reelection of Directors and Supervisors.

* *For identification purpose only*

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, a special resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the Articles of Association of the Company.

New Shares may be issued, either separately or concurrently once every twelve months, not more than 20% of each of the existing issued Domestic Shares and H Shares of the Company (representing 74,000,000 Domestic Shares and 26,000,000 H Shares respectively as at the Latest Practicable Date) on the date of the resolution approving the shares issue mandate. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the Articles of Association of the Company or the date upon which such authority is revoked or varied by a special resolution of the shareholders in a general meeting of the Company.

3. RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with Article 88 of the Articles of Association of the Company, the term of office of the Directors is three years. Upon expiration of the term of office, the directors are subject to re-election.

The terms of office of executive Directors Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang, and Mr. Ding Cheng and independent non-executive Directors Mr. Zhang Tieyi and Mr. Zhang Zhuoyong will expire soon and they are willing to offer themselves for re-election at the AGM. To facilitate good corporate governance practices, independent non-executive Director Mr. Kwok Kim Hung Eddie will also retire from office and offers himself for re-election at the AGM.

As advised by the Nomination Committee of the Board, the Board proposed to re-elect Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang, and Mr. Ding Cheng as executive Directors of the Company and Mr. Zhang Tieyi, Mr. Zhang Zhuoyong and Mr. Kwok Kim Hung Eddie as independent non-executive Directors of the Company.

The independent non-executive Directors of the Company have respectively given an annual confirmation of his independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. The Nomination Committee has assessed and reviewed the independence of all the independent non-executive Directors. The Board is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules.

The Nomination Committee has also reviewed and considered the relevant experience, skills and knowledge of each of the retiring Directors and made recommendations to the Board to re-elect the retiring Directors at the AGM for Shareholders' approval.

LETTER FROM THE BOARD

Details of the Directors set out in the Appendix to this circular reflect how the independent non-executive directors would contribute to the diversity of the Board and bring skills and experience to the Board.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Mr. Kwok Kim Hung Eddie has served as an independent non-executive Director on the Board for more than nine years. The Board has received from Mr. Kwok Kim Hung Eddie an confirmation of his independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. Taking into consideration of his independent work in previous years, the Board considers Mr. Kwok Kim Hung Eddie to be independent under the GEM Listing Rules despite the fact that he has served the Company for more than nine years. Mr. Kwok Kim Hung Eddie is a member of The Hong Kong Institute of Certified Public Accountants and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. He has provided professional advice in many aspects for the Board and his continued tenure will facilitate corporate governance of the Company. Accordingly, a separate resolution will be proposed for his re-election at the AGM.

In accordance with Article 112 of the Articles of Association of the Company, supervisors shall serve a term of three years and may be subject to re-election.

The terms of office of Supervisors Mr. Shi Huanmiao, Mr. Chen Yuankang, and Mr. Zhang Shenggen will expire and they are willing to offer themselves for re-election at the AGM.

Re-election of the aforesaid Directors and Supervisors will be effective upon the approval of the Shareholders at the AGM, and the terms shall be three years commencing from the end of the AGM.

The biographical details of the above-mentioned Directors and Supervisors to be re-elected at the AGM are set out in Appendix to this circular.

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 10:00 a.m. on Friday, 31 May 2019 at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 15 to 18 of this circular.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the proxy form in accordance with the instructions printed thereon to the Company's H share registrar, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders, and therefore recommends you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Zhejiang RuiYuan Intelligent Control Technology Company Limited
He Keng
Chairman

Ningbo, the PRC, 29 March 2019

BIOGRAPHICAL DETAILS OF DIRECTORS AND SUPERVISORS

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

Executive Directors

Mr. He Keng, aged 43, has been the chairman of the Board and an executive Director since 13 December 2016. Mr. He served as a chairman of Zhejiang RuiYuan Machine Tool Co., Ltd since 2005. He has extensive experience in corporate management. He worked in the Bank of China Shaoxing Branch from July 1997 to January 2005, during which he served as the account manager of the corporate account department, the head of the sub-operating office and the president of Zhuji Xincheng Sub-branch respectively. Mr. He graduated from Zhejiang University with a major in accounting and financial management. As at the date of this circular, Mr. He Keng is deemed to be interested in 370,000,000 Domestic Shares and 1,000 H Shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. He does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. He does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. He has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. He is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. He is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. He received no emoluments.

Save as disclosed herein, Mr. He does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. He that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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Ms. Wu Shanhong, aged 33, has been an executive Director since 13 December 2016. Ms. Wu joined Zhejiang RuiYuan Machine Tool Co., Ltd in September 2006 and is currently the manager of the financial management department. She has years of work experience in finance. Ms. Wu graduated from Southwest Jiaotong University with a major in accounting.

Save as disclosed above, Ms. Wu does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Ms. Wu does not hold any other position in the Company or any of its subsidiaries nor did she hold any directorship in any other listed public company in the last three years.

Ms. Wu has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Ms. Wu is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Ms. Wu is determined by the Board from time to time with reference to the prevailing market practice, her responsibilities and duties within the Group and her contribution to the Company. For the financial year ended 31 December 2018, Ms. Wu received no emoluments.

Save as disclosed herein, Ms. Wu does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Ms. Wu that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chen Weiqiang, aged 37, has been an executive Director since 13 December 2016. Mr. Chen joined Zhejiang RuiYuan Machine Tool Co., Ltd in March 2004 and is currently the manager of the marketing department. He has extensive experience in sales. Mr. Chen graduated from Southwest University of Science and Technology with a major in economic information management and computer application.

Save as disclosed above, Mr. Chen does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Chen does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Chen has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Chen is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Chen is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Chen received no emoluments.

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Save as disclosed herein, Mr. Chen does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Ding Cheng, aged 31, has been an executive Director since 13 December 2016. Mr. Ding joined Zhejiang RuiYuan Machine Tool Co., Ltd in January 2010 and is currently the manager of the sales department. He has extensive experience in sales of machines.

Save as disclosed above, Mr. Ding does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Ding does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Ding has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Ding is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Ding is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Ding received no emoluments.

Save as disclosed herein, Mr. Ding does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Ding that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Independent Non-executive Directors

Mr. Kwok Kim Hung Eddie, aged 47, has been an independent non-executive Director since 20 June 2012. Mr. Kwok currently has been providing corporate advising services as professional accountant in Hong Kong. He has been appointed as an independent non-executive director of Siberian Mining Group Company Limited and Winshine Science Company Limited, companies listed on the Main Board of the Stock Exchange, since February 2014 and March 2019 respectively. He was previously appointed as financial controller, company secretary and authorised representative of Forebase International Holdings Limited, a company listed on the Main Board of the Stock Exchange.

Mr. Kwok is a member of The Hong Kong Institute of Certified Public Accountants. He is also an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. He holds a Master of Professional Accounting Degree from the Hong Kong Polytechnic University, a Master of Corporate Governance Degree from the Open University of Hong Kong and a Honours Diploma in Accounting from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University).

Save as disclosed above, Mr. Kwok does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Kwok does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Kwok has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Kwok is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Kwok is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Kwok received emoluments of RMB42,000.

Save as disclosed herein, Mr. Kwok does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Kwok that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhang Zhuoyong, aged 44, has been an independent non-executive Directors since 13 December 2016. He engaged in sales and management in the pharmaceutical industry since August 1995. He is currently the managing director of Jiaying Boyada Pharmaceutical Co., Ltd and has extensive experience in management of pharmaceutical marketing. Mr. Zhang Zhuoyong graduated from Zhejiang Institute of Silk Textiles with a major in dyeing and finishing.

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Save as disclosed above, Mr. Zhang does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Zhang does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Zhang has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Zhang is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Zhang is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Zhang received emoluments of RMB36,000.

Save as disclosed herein, Mr. Zhang does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Zhang Zhuoyong that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Zhang Tieyi, aged 43, has been an independent non-executive Directors since 13 December 2016. Mr. Zhang joined Hangzhou Saifute Traffic Facilities Co., Ltd in May 2006. He now serves as the project manager and senior engineer of the Company. He was a project manager and person-in-charge of Jiangsu Chengyu Construction Group Co., Ltd. He has extensive experience in project management. Mr. Zhang graduated from Chongqing Architectural University with a major in industrial equipment installation.

Save as disclosed above, Mr. Zhang does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Zhang does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Zhang has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Zhang is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Zhang is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Zhang received emoluments of RMB36,000.

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Save as disclosed herein, Mr. Zhang does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The following are the particulars of the Supervisors proposed to be re-elected at the Annual General Meeting.

Supervisors

Mr. Shi Huanmiao, aged 33, has been a supervisor since 13 December 2016. Mr. Shi Huanmiao joined Ruiyuan Machine Tool Group Co., Ltd in July 2007 and is currently the deputy head of the technology department and a senior engineer. He was once a technical engineer and person-in-charge. Mr. Shi graduated from Hefei University of Technology with a major in science and technology of optical information in July 2007.

Save as disclosed above, Mr. Shi does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Shi does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Shi has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Shi is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Shi is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Shi received no emoluments.

Save as disclosed herein, Mr. Shi does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Shi that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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Mr. Zhang Shenggen, aged 71, has been a supervisor since 13 December 2016. Mr. Zhang joined Ruiyuan Machine Tool Group Co., Ltd in May 2004 and is currently the head of the corporate management department. Mr. Zhang graduated from University of Hangzhou with a major in administrative management.

Save as disclosed above, Mr. Zhang does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Zhang does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Zhang has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Zhang is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Zhang is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Zhang received no emoluments.

Save as disclosed herein, Mr. Zhang does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chen Yuankang, aged 44, has been a supervisor since 13 December 2016. Mr. Chen joined Ruiyuan Machine Tool Group Co., Ltd in May 2002 and is currently the head of the production department. Mr. Chen has extensive experience in production management.

Save as disclosed above, Mr. Chen does not have any interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO). Mr. Chen does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years.

Mr. Chen has entered into a service contract with the Company for a term of 3 years, which may be terminated by either party giving the other not less than one month's notice in writing. Mr. Chen is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Chen is determined by the Board from time to time with reference to the prevailing market practice, his responsibilities and duties within the Group and his contribution to the Company. For the financial year ended 31 December 2018, Mr. Chen received no emoluments.

APPENDIX

Save as disclosed herein, Mr. Chen does not have any relationship with any Directors, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. To the best knowledge, information and belief of the Board having made reasonable enquiry, there are no other matters in relation to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

RUIYUAN
瑞 远

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

浙江瑞遠智控科技股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8249)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of Zhejiang RuiYuan Intelligent Control Technology Company Limited (the “Company”) will be held at 10:00 a.m. on Friday, 31 May 2019 at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC for the following purposes:

1. to receive, consider and adopt the audited financial statements and the reports of the Directors (the “Directors”) of the Board (the “Board”) and auditors for the year ended 31 December 2018;
2. (a) to re-elect the following persons as the Directors for a term of three years commencing from the date of the Annual General Meeting:
 - i. Mr. He Keng as an executive Director;
 - ii. Ms. Wu Shanhong as an executive Director;
 - iii. Mr. Chen Weiqiang as an executive Director;
 - iv. Mr. Ding Cheng as an executive Director;
 - v. Mr. Zhang Tieyi as an independent non-executive Director;
 - vi. Mr. Zhang Zhuoyong as an independent non-executive Director;
 - vii. Mr. Kwok Kim Hung Eddie as an independent non-executive Director;
- (b) to re-elect the following persons as the Supervisors for a term of three years commencing from the date of the Annual General Meeting:
 - i. Mr. Shi Huanmiao as a Supervisor;
 - ii. Mr. Chen Yuankang as a Supervisor;
 - iii. Mr. Zhang Shenggen as a Supervisor;
- (c) to authorise the Board to fix the remuneration of the Directors and Supervisors;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

3. Re-appoint Crowe (HK) CPA Limited as the auditors of the Company and authorise the Board to fix auditors' remuneration;

SPECIAL RESOLUTION

4. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined), either separately or concurrently once every twelve months, of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of each of the domestic shares (“Domestic Shares”) and H shares (“H Shares”) of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, or any applicable law of the People’s Republic of China to be held; and
 - (iii) the passing of a special resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

By Order of the Board
Zhejiang RuiYuan Intelligent Control Technology Company Limited
He Keng
Chairman

Ningbo, the PRC, 29 March 2019

Notes:

1. The register of members of the Company will be closed from Wednesday, 1 May 2019 to Friday, 31 May 2019 (both days inclusive), during the period no transfer of shares can be registered. In order for the unregistered holders of H Shares to be qualified for attendance at the Annual General Meeting, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company’s H share registrar, Tricor Abacus Limited, at 22/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 30 April 2019.
2. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company at 4:30 p.m. on Tuesday, 30 April 2019 are entitled to attend and vote at the meeting convened by the above notice and may appoint one or more proxies to attend and vote on their behalf. A proxy needs not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. A proxy form for the meeting is herein with enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered not less than 24 hours before the scheduled time of the meeting, or delivered by hand or by post to the Company's Hong Kong H Share Registrar China Tricor Abacus Limited, at 22/F Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares); or the Company's registered address in the PRC at Factory, No. 3, Laiyan Road West, Economic Development Zone (South Side), Yuyao City, Zhejiang Province (for holders of domestic shares) 24 hours prior to the time designated at 10:00 a.m. on Thursday, 30 May, 2019 or any appointing time of any adjourned meeting. If such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited together with the proxy form.
4. Shareholders or their proxies shall produce their identity documents when attending the meetings.
5. Shareholders who intend to attend the meeting should complete and return the enclosed reply slip. In order to be valid, this completed and signed reply shall be delivered by hand, by post or by fax to the Company's H share registrar, Tricor Abacus Limited, at 22/F Hopewell Centre, 183 Queen's Road East, Hong Kong (fax no: (852) 2890 9350) (H Share) or the Company's registered address (Address: Factory, No. 3, Laiyan Road West, Economic Development Zone (South Side), Yuyao City, Zhejiang Province, China) (Domestic Share) on or before Saturday, 11 May 2019.
6. The PRC liaison office address of the Company and details of the secretarial office of the Board are as follows:

Factory, No. 3, Laiyan Road West
Economic Development Zone (South Side)
Yuyao, Zhejiang
China

As at the date hereof, the executive Directors are Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang and Mr. Ding Cheng; and the independent non-executive Directors are Mr. Zhang Zhuoyong, Mr. Zhang Tieyi and Mr. Kwok Kim Hung Eddie.