

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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)

**RE-ELECTION OF DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2020 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 2020.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 28 May 2021 at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 6 to 7 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 54, 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:

“2020 Annual Report”	annual report of the Company for the year ended 31 December 2020
“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, 28 May 2021 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
“China” or “PRC”	the People’s Republic of China
“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
“Director(s)”	the director(s) 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
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company

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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
Ms. Zou Jing

Registered Office & Head Office:

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

Independent non-executive Directors:

Mr. Zhou Weibo
Ms. Sheng Ting
Mr. Kwok Kim Hung Eddie

Principal Place of Business

in Hong Kong:
40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the re-election of Director, 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 re-election of Director.

2. RE-ELECTION OF DIRECTOR

In accordance with Article 88 of the Articles of Association, Directors shall be elected by the general meeting and shall hold office for a term of three years. Upon expiration of the term of office, the directors shall be eligible for re-election. In the event of a vacancy in the Board, the Board shall appoint a director to fill such casual vacancy. Director so appointed to fill the casual vacancy shall hold office until the next annual general meeting and shall be eligible for re-election.

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LETTER FROM THE BOARD

Accordingly, Ms. Zou Jing, who was appointed by the Board on 25 March 2021 to fill a casual vacancy in the Board, shall retire and being eligible, will offer herself for re-election at the AGM.

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

3. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 28 May 2021 at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 6 to 7 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 54, 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.

4. RECOMMENDATION

The Board is of the opinion that the re-election of Director 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, 30 March 2021

* For identification only

BIOGRAPHICAL DETAILS OF DIRECTOR

Personal particulars of Ms. Zou Jing, who will be re-elected as executive Director at the Annual General Meeting, are listed below:

Ms. Zou Jing, aged 34, was appointed as the deputy general manager of the Company on May 2017 and was further appointed as a joint company secretary of the Company since February 2018 and was further appointed as an executive Director on 25 March 2021. She is responsible for the daily operation and management and the company secretarial affairs of the Company. Ms. Zou joined Zhejiang RuiYuan Machine Tool Co., Ltd (浙江瑞遠機床有限公司) in August 2008 and served as its minister of investment operations department (投資運營部部長), vice-minister of the treasury department (資金部副部長), head of finance department (財務部主管) and the minister of finance management department (財務管理部部長). Ms. Zou graduated from Yangtze University with a bachelor's degree in business administration in June 2008.

Ms. Zou has entered into a service contract with the Company for a term of three years with effect from 25 March 2021, which may be terminated by either party giving the other not less than one month's notice in writing. Pursuant to her service contract, Ms. Zou is not entitled to any remuneration.

As at the date of this circular, Ms. Zou is interested in 4,225,000 H shares of the Company.

Save as disclosed above, as at the date of this circular, Ms. Zou did not (i) have any other interest in any shares, debentures, or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance); (ii) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years or held any other positions within the Group; and (iii) 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.

Save as disclosed above, there is no information relating to her appointment as an executive Director required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation thereto that need to be brought to the attention of the holders of securities of the Company.

NOTICE OF ANNUAL GENERAL MEETING

RUIYUAN
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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, 28 May 2021 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**”) and auditors of the Company for the year ended 31 December 2020 ;
2. to re-appoint Crowe (HK) CPA Company Limited as the Company’s auditors and authorize the board of Directors (the “**Board**”) to fix auditors’ remuneration; and
3. to re-elect Ms. Zou Jing as an executive Director and authorize the Board to fix her remuneration.

By Order of the Board

Zhejiang RuiYuan Intelligent Control Technology Company Limited*

He Keng

Chairman

Ningbo, the PRC, 30 March 2021

Notes:

1. The register of members of the Company will be closed from Wednesday, 28 April 2021 to Friday, 28 May 2021 (both days inclusive), during the period no transfer of shares can be registered. Holders of Domestic Shares and H Shares whose names appear on the register of members of the Company on Friday, 28 May 2021 are entitled to attend and vote at the Annual General Meeting. In order to attend the Annual General Meeting, the holders of H Shares shall lodge all transfer documents accompanied by the relevant H Share certificates with the Company’s H share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 27 April 2021.
2. Shareholder entitled to attend and vote at the Annual General Meeting can complete the proxy form provided by the Company to appoint one or more person as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the Annual General Meeting. A proxy need not be a shareholder of the Company.

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NOTICE OF ANNUAL GENERAL MEETING

3. A proxy form for the meeting is enclosed herein. 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 H Share Registrar, Tricor Abacus Limited, at Level 54, 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, China (for holders of Domestic Shares) 24 hours prior to the time designated at 10:00 a.m. on Thursday, 27 May, 2021 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. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.
4. Shareholders or their proxies shall produce their identity documents when attending the Annual General Meeting.
5. Shareholders who intend to attend the Annual General 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 Level 54, 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 4:00 p.m. on Saturday, 8 May 2021.
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 Board comprises of four executive Directors, namely Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang and Ms. Zou Jing; and three independent non-executive Directors, namely Mr. Zhou Weibo, Ms. Sheng Ting and Mr. Kwok Kim Hung Eddie.

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