

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)

**RE-ELECTION OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2021 annual report of the Company, which contains the directors' report, the auditors' report by KTC Partners CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2021.

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 27 May 2022 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 14 to 16 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:

“2021 Annual Report”	annual report of the Company for the year ended 31 December 2021
“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, 27 May 2022 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang 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 PRC
“RMB”	Renminbi, the lawful currency of the PRC
“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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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

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 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 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 re-election of Directors and Supervisors.

2. RE-ELECTION OF DIRECTORS AND SUPERVISORS

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.

* *For identification purpose only*

LETTER FROM THE BOARD

The terms of office of executive Directors Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang and Ms. Zou Jing, and independent non-executive Directors Mr. Zhou Weibo and Ms. Sheng Ting and Mr. Kwok Kim Hung Eddie will expire soon, and they are willing to offer themselves for re-election at the AGM.

As recommended by the Nomination Committee of the Company, the Board proposed to re-elect Mr. He Keng, Ms. Wu Shanhong, Mr. Chen Weiqiang and Ms. Zou Jing as executive Directors of the Company and Mr. Zhou Weibo, Ms. Sheng Ting 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.

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 B.2.3 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 still 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 Hong Kong Chartered Governance Institute and The Chartered Governance Institute 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. Guo Fangqiang, Mr. Chen Yuankang, and Mr. Zhang Shenggen will expire and they are willing to offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

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.

3. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 10:00 a.m. on Friday, 27 May 2022 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang Town, Zhuji City, Zhejiang Province, the PRC is set out on pages 14 to 16 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 Directors and Supervisors 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, 31 March 2022

* *For identification only*

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 46, has been the chairman of the Board and an executive Director since 13 December 2016. Mr. He resigned as a Chairman of Zhejiang RuiYuan Machine Tool Co., Ltd* (“**RuiYuan Machine Tool**”) on 30 April 2019 and joined Zhejiang ZhuJi RuiYuan Machine Tool Group Co., Ltd* (浙江諸暨瑞遠機床集團有限公司) (“**RuiYuan Machine Tool Group**”) (RuiYuan Machine Tool and RuiYuan Machine Tool Group are both members of the RuiYuan Group) as chairman on 1 May 2019. 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 2021, 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 36, has been an executive Director since 13 December 2016.

Ms. Wu resigned as the chief financial controller of RuiYuan Machine Tool on 30 April 2019 and joined RuiYuan Machine Tool Group as financial controller on 1 May 2019. 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 2021, 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 40, has been an executive Director since 13 December 2016.

Mr. Chen resigned from RuiYuan Machine Tool on 30 April 2019 and joined RuiYuan Machine Tool Group as the manager of market department on 1 May 2019. 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

APPENDIX

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 2021, Mr. Chen received no emoluments.

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.

Ms. Zou Jing, aged 35, 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 RuiYuan Machine Tool 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.

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

Save as disclosed above, Ms. Zou 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. Zou does not hold any other position in the Company or any of its subsidiaries nor did her hold any directorship in any other listed public company in the last three years.

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.

Save as disclosed herein, Ms. Zou 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. Zou 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. Zhou Weibo, aged 46, a senior engineer, a first-class certified architect. He has been an independent non-executive Directors since 30 April 2019. Mr. Zhou has been working in the construction industry since 1998. He is currently a project manager and technical director of HAMO Construction Group Co., Ltd.* (輝邁建設集團有限公司), with rich experience in project management and operation. Mr. Zhou graduated from Zhejiang University with a major in electrical technology.

Save as disclosed above, Mr. Zhou 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. Zhou 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. Zhou 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. Zhou is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Zhou 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 2021, Mr. Zhou received emoluments of RMB36,000.

Save as disclosed herein, Mr. Zhou 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. Zhou Weibo 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.

Ms. Sheng Ting, aged 32, has been an independent non-executive Directors since 30 April 2019. She is currently a manager in the business Department of Zhejiang Wuchan Zhongda Asset Management Co., Ltd.* (浙江物產中大資產管理有限公司). She successively served as an auditor in the operations management department of Zhejiang Wuchan Finance Leasing Co., Ltd.* (浙江物產融資租賃有限公司) and a business manager at Hangzhou Branch of Zhejiang Chouzhou Commercial Bank. Ms. Sheng graduated from Shanghai University of Electric Power with a major in Computer Science and Technology.

Save as disclosed above, Ms. Sheng 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. Sheng 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.

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Ms. Sheng 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. Sheng is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Ms. Sheng 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 2021, Ms. Sheng received emoluments of RMB36,000.

Save as disclosed herein, Ms. Sheng 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. Sheng 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. Kwok Kim Hung Eddie, aged 50, 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 Chartered Governance Institute and The Chartered Governance Institute 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 2021, Mr. Kwok received emoluments of RMB41,000.

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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.

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

Supervisors

Mr. Guo Fangqiang, aged 51, a senior engineer, has been a supervisor of the Company since 4 November 2020. He currently is the technical Director of the Company. He joined RuiYuan Machine Tool. In 2005, Mr. Guo successively served as various positions including an electrical engineer, a production director a deputy general manager. In 2019, he joined RuiYuan Machine Tool Group and has been its deputy general manager. He has extensive experience in production management and operation. Mr. Guo Fangqiang graduated from Harbin Institute of Ship Engineering (now known as Harbin Engineering University) majoring in underwater acoustic and electronic engineering in July 1991.

Save as disclosed above, Mr. Guo 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. Guo 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. Guo 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. Guo is subject to re-election at the Annual General Meetings in accordance with the Articles of Association. The remuneration of Mr. Guo 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 2021, Mr. Guo received no emoluments.

Save as disclosed herein, Mr. Guo 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. Guo 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. Chen Yuankang, aged 47, has been a supervisor since 13 December 2016. Mr. Chen joined Ruiyuan Machine Tool Group in April 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 2021, Mr. Chen received no emoluments.

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. Zhang Shenggen, aged 74, has been a supervisor since 13 December 2016. Mr. Zhang joined Ruiyuan Machine Tool Group 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 2021, Mr. Zhang received no emoluments.

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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.

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, 27 May 2022 at the conference room, 4/F, No. 1, Ruiyuan Road, Yaojiang 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 board (the “**Board**”) of Directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021 ;
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. Ms. Zou Jing as an executive Director;
 - v. Mr. Zhou Weibo as an independent non-executive Director;
 - vi. Ms. Sheng Ting 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. Guo Fangqiang as a Supervisor;
 - ii. Mr. Chen Yuankang as a Supervisor;
 - iii. Mr. Zhang Shenggen as a Supervisor;

* *For identification purpose only*

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- (c) to authorise the Board to fix the remuneration of the Directors and Supervisors;
and
- 3 to re-appoint KTC Partners CPA Company Limited as the Company's auditors and authorize the Board to fix auditors' remuneration.

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

Ningbo, the PRC, 31 March 2022

Notes:

1. The register of members of the Company will be closed from Wednesday, 27 April 2022 to Friday, 27 May 2022 (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, 27 May 2022 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, 26 April 2022.
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.
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, 26 May, 2022 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, 7 May 2022.

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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 Shan hong, 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.