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*This notice, for which the directors (the “**Directors**”) of Zhejiang RuiYuan Intelligent Control Technology Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) for the purpose of giving information with regard to Zhejiang RuiYuan Intelligent Control Technology Company Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement in this notice misleading.*



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;

* For identification purpose only

- 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;
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

- (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.
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, 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.