

THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If **you** are **in any doubt** as to any aspect of this supplemental 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 supplemental circular, together with the revised proxy form enclosed, 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)

**SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION
OF DIRECTORS AT THE ANNUAL GENERAL MEETING
AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company (the “**Shareholders**”) dated 29 March 2019 (the “**Circular**”) and the notice convening the Annual General Meeting of Zhejiang RuiYuan Intelligent Control Technology Company Limited (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. The notice convening the meeting is set out on pages 15 to 18 of the Circular. The Supplemental Notice of Annual General Meeting is set out on page 8 to 9 of this supplemental circular. A Revised Proxy Form applicable to the Annual General Meeting is enclosed with this supplemental circular. This Revised Proxy Form supersedes the Original Proxy Form which was sent to the Shareholders together with the circular.

Whether or not you are able to attend the Annual General Meeting, please complete and return the Revised 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 Revised Proxy Form will revoke and supersede the Original Proxy Form, but 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 and in such event, the proxy shall be deemed to be revoked.

This supplemental 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 supplemental 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 supplemental circular misleading.

This supplemental 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

Unless the context otherwise requires, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular. In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Closing Time”	a time which is not less than 24 hours before the time appointed for the Annual General Meeting or any adjourned meeting
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting, as set out on pages 15 to 18 of the Circular
“Original Proxy Form”	the proxy form which was sent to the Shareholders together with the Circular and the Notice of Annual General Meeting on 29 March 2019
“Revised Proxy Form”	the revised proxy form enclosed with this supplemental circular
“Supplemental Notice of Annual General Meeting”	the supplemental notice convening the Annual General Meeting, as set out on pages 8 to 9 of this supplemental circular
“the Circular”	the circular issued by the Company to the Shareholders dated 29 March 2019 in relation to, among other matters, proposed general mandate to issue shares, re-election of Directors and Supervisors and the Notice of Annual General Meeting

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. Zhou Weibo

Ms. Sheng Ting

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,

**SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION
OF DIRECTORS AT THE ANNUAL GENERAL MEETING
AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among others, the particulars of directors to be re-elected. Reference is made to the Circular and the Notice of Annual General Meeting. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is: (a) to provide you with information regarding (i) the changes in the resolutions regarding the re-election of Directors to be proposed at the Annual General Meeting and the related information and (ii) the arrangement for the Original Proxy Form and the Revised Proxy Form; and (b) to give you a supplemental notice of the Annual General Meeting, which is set out on pages 8 to 9 of this supplemental circular.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with Article 88 of the Articles of Association of the Company, the directors are 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.

As described in the Circular, 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.

On 30 April 2019, the Company announced that, among others, Mr. Zhou Weibo and Ms. Sheng Ting were appointed as independent non-executive Directors with effect from 30 April 2019 and that Mr. Zhang Zhuoyong and Mr. Zhang Tieyi resigned as independent non-executive Directors with effect from 30 April 2019. In accordance with Article 88 of the Articles of Association, Mr. Zhou Weibo and Ms. Sheng Ting will hold office until the forthcoming AGM and being eligible, offer themselves for re-election.

In view of the above, the resolution 2(a) relating to the re-election of Directors as set out in the Notice of Annual General Meeting in the Circular will be revised in the Supplemental Notice of the Annual General Meeting.

Mr. Zhou Weibo and Ms. Sheng Ting have respectively given a confirmation of their independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. The nomination committee of the Company has assessed and reviewed the independence of Mr. Zhou Weibo and Ms. Sheng Ting. The nomination committee of the Company and the Board are of the view that Mr. Zhou Weibo and Ms. Sheng Ting 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 Mr. Zhou Weibo and Ms. Sheng Ting and made recommendations to the Board to re-elect Mr. Zhou Weibo and Ms. Sheng Ting at the AGM for Shareholders' approval.

Details of Mr. Zhou Weibo and Ms. Sheng Ting set out in this letter from the Board reflect how Mr. Zhou Weibo and Ms. Sheng Ting would contribute to the diversity of the Board and the perspectives, skills and experience that they can bring to the Board.

LETTER FROM THE BOARD

Details of Mr. Zhou Weibo and Ms. Sheng Ting who will be proposed to be re-elected as independent non-executive Directors at the forthcoming AGM are set out below:

Mr. Zhou Weibo, aged 43, a senior engineer, a first-class certified architect and a project manager of a “Luban Award” winner (an award from China Construction Industry Association). 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 annual general meetings in accordance with the Articles of Association. The remuneration package of Mr. Zhou is recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions. Pursuant to his service contract, Mr. Zhou is entitled to a remuneration of RMB36,000 per annum.

Save as disclosed herein, Mr. Zhou 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. 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 30, holds a bachelor degree and 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 (浙江稠州商業銀行). Ms. Sheng graduated from Shanghai University of Electric Power (上海電力大學) (Computer Science and Technology) in July 2011.

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 she hold any directorship in any other listed public company in the last three years.

LETTER FROM THE BOARD

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 package of Ms. Sheng is recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. Pursuant to her service contract, Ms. Sheng is entitled to a remuneration of RMB36,000 per annum.

Save as disclosed herein, Ms. Sheng 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 Ms. Sheng Ting 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.

3. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM

The Annual General Meeting will be held as originally scheduled 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. As a result of the change in Directors to be retired and offered for re-election at the AGM subsequent to the despatch of the Circular containing the Notice of Annual General Meeting and the Original Proxy Form, a Supplemental Notice of Annual General Meeting is set out on pages 8 to 9 of this supplemental circular and the Revised Proxy Form containing such change is enclosed with this supplemental circular. Save as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

Whether or not you are able to attend the Annual General Meeting, please complete and return the Revised 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). Special arrangements about completion and submission of the Revised Proxy Form are set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay attention to such arrangements set out in the Appendix.

Completion and return of the Original and/or Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

4. RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed re-election of Mr. Zhou Weibo and Ms. Sheng Ting as Directors as set out in this supplemental circular are in the best interests of the Company and its Shareholders and, accordingly, recommend that you vote in favour of the aforesaid resolution to be proposed at the AGM.

5. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this supplemental circular.

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

Ningbo, the PRC, 17 May 2019

* *For identification purpose only*

A Shareholder who has not yet lodged the Original Proxy Form with the Company's H share registrar is requested to lodge the Revised Proxy Form with the instructions printed thereon if the Shareholder wishes to appoint a proxy/proxies to attend the AGM on its/his/her behalf. In this case, the Original Proxy Form should not be lodged with the Company's H share registrar.

A Shareholder who has already lodged the Original Proxy Form with the Company's H share registrar should note that:

- (i) If no Revised Proxy Form is lodged with the Company's H share registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote at his discretion or abstain on any resolution properly put to the Annual General Meeting other than those referred to in the Notice of Annual General Meeting, as supplemented by the Supplemental Notice of the Annual General Meeting, and the Original Proxy Form, as revised by the Revised Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Company's H share registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by him.
- (iii) If the Revised Proxy Form is lodged with the Company's H share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. **Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time.** If such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves.

Shareholders are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the proxy shall be deemed to be revoked. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**AGM Notice**”) dated 29 March 2019 issued by Zhejiang RuiYuan Intelligent Control Technology Company Limited (the “**Company**”) to convene the annual general meeting (the “**Annual General Meeting**”) at the conference room, 4/F, No. 1, Ruiyuan Road, Zhibu Town, Zhuji City, Zhejiang Province, the PRC on Friday, 31 May 2019 at 10:00 a.m.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 29 March 2019 (the “**Circular**”). Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 17 May 2019 (the “**Supplemental Circular**”), the resolution 2(a) stated in the AGM Notice should be deleted in its entirety and replaced by the following:

- “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. 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;”

* For identification purpose only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Save as the above amendments, all resolutions contained in the AGM Notice shall remain to have full force and effect.

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

Ningbo, the PRC, 17 May 2019

Notes:

1. A revised proxy form (the “**Revised Proxy Form**”) is enclosed with the Supplemental Circular. The original proxy form despatched together with the Circular is superseded by the Revised Proxy Form. Please refer to the Appendix to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the AGM Notice for details of the other resolutions to be proposed at the Annual General Meeting, proxy form and other relevant matters.

As at the date of this notice, 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. Zhou Weibo, Ms. Sheng Ting and Mr. Kwok Kim Hung Eddie.

* *For identification purpose only*