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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 AMENDMENTS TO ARTICLES OF ASSOCIATION

This announcement is made by Zhejiang RuiYuan Intelligent Control Technology Company Limited* (the “**Company**”) pursuant to Rule 17.50(1) of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Stock Exchange released a consultation paper “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” (the “**Consultation Paper**”) on 24 February 2023, stipulating the amendments to the GEM Listing Rules (the “**GEM Listing Rules Amendments**”). On 21 July 2023, the Stock Exchange published conclusions to the Consultation Paper on the GEM Listing Rules Amendments, which came into effect on 1 August 2023. In particular, the Stock Exchange has made consequential rule amendments to (a) remove the class meeting and related requirements for the issuance and repurchase of shares by People’s Republic of China (“**PRC**”) issuers; (b) remove the requirements for disputes involving H shareholders to be resolved through arbitration; (c) remove the requirements for PRC issuers’ articles of association to include the Mandatory Provisions for Companies Listing Overseas (到境外上市公司章程必備條款) (the “**Mandatory Provisions**”) and other ancillary provisions; and (d) amend the GEM Listing Rules to reflect the China Securities Regulatory Commission’s record filing regime (the “**PRC Regulations Changes**”).

In addition, pursuant to the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the GEM Listing Rules have been amended with effect from 31 December 2023 to the effect that, among others, any requirement in the GEM Listing Rules for a listed issuer to send, mail, despatch, issue, publish or otherwise make available any “corporate communication” (as defined under the GEM Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website.

* *For identification purpose only*

The board (“**Board**”) of directors (“**Directors**”) of the Company hereby announces that in light of the above, the Board proposed to make certain amendments (“**Proposed Amendments**”) to the articles of association of the Company (“**Articles**”) to allow the Company to (i) comply with the PRC Regulations Changes, (ii) disseminate corporate communications electronically and (iii) make certain house-keeping amendments to the Articles. Save for the Proposed Amendments, the other articles in the existing Articles shall remain unchanged.

The Board is of the view that the Proposed Amendments to the Articles (including the removal of the class meeting requirement from the Articles following the repeal of the Mandatory Provisions) will not compromise protection of the shareholders of the Company and will not have material impact on measures relating to the shareholders’ protection, as domestic shares and H shares are regarded as one class of ordinary shares under the PRC law, and the substantive rights attached to these two kinds of shares (including voting rights, dividends and asset distribution upon liquidation) are the same. After the Proposed Amendments to the Articles take effect, the Company will continue to comply with the GEM Listing Rules to meet the core shareholder protection standards through compliance with the PRC laws in combination with its constitutional documents pursuant to Appendix A1 of the GEM Listing Rules.

The Proposed Amendments shall become effective on the date of passing the relevant resolution by way of a special resolution by the shareholders of the Company (“**Shareholders**”) at the forthcoming annual general meeting to be convened by the Company (“**AGM**”). Prior to the passing of the relevant resolution at the AGM, the existing Articles shall remain valid.

A circular of the Company containing, among others, detailed information of the Proposed Amendments, together with the notice convening the AGM, will be despatched to the Shareholders in due course.

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

Ningbo, the People’s Republic of China, 10 May 2024

As at the date of this announcement, the Board comprises 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.

This announcement, for which the Directors 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 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at www.ruiyuanhk.com.