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YONGAN HOLDINGS

浙江永安融通控股股份有限公司

**ZHEJIANG YONGAN RONGTONG HOLDINGS CO., LTD.\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock code: 8211)**

**SUPPLEMENTAL AGREEMENT TO THE LIMITED  
PARTNERSHIP AGREEMENT INVOLVING MAJOR TRANSACTION  
IN RELATION TO INVESTMENT IN THE FUND**

**SUPPLEMENTAL AGREEMENT TO THE LIMITED PARTNERSHIP  
AGREEMENT**

The Board announces that on 9 November 2017 (after trading hours), the Company entered into the Supplemental Agreement with the General Partner, Shenzhen Huitong and Fujian Start pursuant to which the parties agreed to amend certain terms of the Limited Partnership Agreement.

The Directors are of the view that the amendments under the Supplemental Agreement do not constitute material variations of the terms and conditions of the Limited Partnership Agreement.

**INTRODUCTION**

References are made to the announcements of Zhejiang Yongan Rongtong Holdings Co., Ltd.\* (the “**Company**”) dated 1 September 2017, 22 September 2017 and 26 September 2017, and the circular of the Company dated 27 September 2017 (the “**Circular**”) in relation to the investment in a fund. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

## TERMS UNDER THE LIMITED PARTNERSHIP AGREEMENT

Under the Limited Partnership Agreement, the parties thereto agreed that capital contribution to the Fund shall be completed in full within 30 business days from the date when both the Fund is established and the General Partner is registered as a private equity fund manager. It was further agreed that Shenzhen Huitong is entitled to make its capital contribution only after all other partners complete their capital contributions which are certified by the General Partner. Before completion of the capital contribution in full, the Limited Partnership is prohibited from signing agreements with external parties without unanimous consent of all partners.

The Limited Partnership Agreement also provides that the custodian bank of the Fund's assets should be a national joint stock commercial bank established for five years or more. The partners' meetings should be attended by the partners or their authorized representatives in person.

## SUPPLEMENTAL AGREEMENT

The Board announces that on 9 November 2017 (after trading hours), the Company entered into a supplemental agreement to the Limited Partnership Agreement (the "**Supplemental Agreement**") with the General Partner, Shenzhen Huitong and Fujian Start pursuant to which the parties agreed to amend certain terms of the Limited Partnership Agreement. Details of the Supplemental Agreement are set out below:

Date: 9 November 2017

Parties: (1) Shenzhen NSYSSD, as General Partner;  
(2) the Company, as Limited Partner;  
(3) Shenzhen Huitong, as Limited Partner; and  
(4) Fujian Start, as Limited Partner.

The parties thereto agreed to amend and vary the terms of the Limited Partnership Agreement as follows:

- (i) The capital contribution shall be made in two installments. The first installment (the "**First Installment**") in an aggregate amount of RMB101 million of which, the General Partner shall contribute RMB1 million, the Company shall contribute RMB25 million, Shenzhen Huitong shall contribute RMB25 million and Fujian Start shall contribute RMB50 million) shall be completed within 30 business days from the date when both the Fund is established and the General Partner is registered as a private equity fund manager. The remaining capital contribution shall be completed within 30 business days from the completion date of the First Installment.

- (ii) Shenzhen Huitong is entitled to make its installments of capital contribution only after all the other partners complete their corresponding installments of capital contribution which are certified by the General Partner. If Shenzhen Huitong is unable to make its installments of capital contribution due to internal approval procedures, and the relevant capital contribution installment is made not later than 15 business days after the agreed payment date, it is deemed not to be a breach of the Limited Partnership Agreement (as supplemented and amended by the Supplemental Agreement).
- (iii) Before the completion of payment of the First Installment, the Limited Partnership is prohibited from signing agreements with external parties without unanimous consent of all partners.
- (iv) The custodian bank of the Fund's assets should be a joint stock commercial bank established for five years or more.
- (v) The partners' meetings may be attended by partners or their authorized representatives by means with immediate access to meeting information, such as by attending in person, teleconferences or video conferencing.

Save as specifically amended, varied or modified by the Supplemental Agreement, all other terms and conditions of the Limited Partnership Agreement shall remain unchanged.

The terms of the Supplemental Agreement were agreed between the parties through arm's length negotiations. The Directors are of the view that the amendments under the Supplemental Agreement do not constitute material variations of the terms and conditions of the Limited Partnership Agreement. The Directors also consider that the terms of the Supplemental Agreement are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

By Order of the Board  
**Zhejiang Yongan Rongtong Holdings Co., Ltd.**  
**Jiang Ning**  
*Chairman*

Zhejiang, the PRC, 9 November 2017

*As at the date of this announcement, the executive Directors are Mr. Jiang Ning (Chairman), Mr. He Weifeng (Deputy Chairman), Ms. He Lianfeng (Chief Executive Officer) and Mr. Hu Hua Jun; the non-executive Director is Mr. Tang Guo Ping; and the independent non-executive Directors are Mr. Xu Wei Dong, Ms. Zhang Li and Mr. Wang Weisong.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at <http://www.zj-yongan.com>.*

*\* For identification purpose only*