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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of the proposals referred to in this circular or as to the action to be taken, 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 Yongan Rongtong Holdings Co., Ltd.\*** (the “**Company**”), you should at once hand this circular, the accompanying form(s) of proxy and reply slip to the purchaser or other transferee or to the licensed securities dealer, or to the bank, or to other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

- (1) PROPOSED CHANGE OF THE BUSINESS SCOPE OF THE COMPANY;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION; AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**
- 

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening an extraordinary general meeting of the Company to be held at the Conference Room of the Office Building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC, at 10:00 a.m. on Tuesday, 31 July 2018 or any adjournment thereof is set out on pages 9 to 11 of this circular. A reply slip and a proxy form for use at the extraordinary general meeting are enclosed herewith.

Whether or not you propose to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same, for holders of H Shares, to the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong and for holders of Domestic Shares, to the Company's legal address at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC as soon as possible and in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

*This circular will remain on the “Latest Company Announcements” page of the website of the GEM at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.zj-yongan.com>.*

\* For identification purpose only

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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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 trade on GEM.

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“Announcement”	an announcement of the Company dated 29 May 2018 in relation to, inter alia, (i) proposed change of the business scope of the Company and (ii) proposed amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of Directors
“Chairman”	the chairman of the Company
“Company”	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 PRC
“Director(s)”	director(s) of the Company
“Deputy Chairman”	the deputy Chairman of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB0.1 each in the share capital of the Company, which are subscribed for or credit as fully paid up in RMB
“EGM”	an extraordinary general meeting to be held at the Conference Room of the Office Building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC on Tuesday, 31 July 2018
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange in effect from time to time

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## DEFINITIONS

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“H Share(s)”	overseas listed foreign share(s) of nominal value of RMB0.1 each in the capital of the Company which are listed on GEM and subscribed for in Hong Kong dollars
“H Share Registrar”	Company’s H Shares registrar in Hong Kong, Union Registrars Limited
“Latest Practicable Date”	8 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Legal Representative”	the legal representative of the Company
“Mandatory Provisions”	the Mandatory Provisions for Companies Listing Overseas (Zheng Wei Fa (1994) No.21) issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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**LETTER FROM THE BOARD**

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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)**

**Board of Directors**

*Executive Directors:*

Mr. Jiang Ning (*Chairman*)  
Mr. He Weifeng (*Deputy Chairman*)  
Ms. He Lianfeng (*Chief Executive Officer*)  
Mr. Hu Hua Jun

*Legal Address:*

Yangxun Qiao Town  
Keqiao Qu, Shaoxing  
Zhejiang Province  
The PRC

*Independent non-executive Directors:*

Mr. Song Ke  
Mr. Wang Hui  
Mr. Wang Zhong

*Place of business in Hong Kong:*

Suites 06-12, 33rd Floor Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

14 June 2018

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF THE BUSINESS SCOPE OF THE COMPANY;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Announcement. The purpose of this circular is to provide you with further information regarding (i) the proposed change of the business scope of the Company and (ii) the proposed amendments to the Articles of Association, together with a notice of EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF THE BUSINESS SCOPE OF THE COMPANY

The original business scope of the Company is “industrial investments; the manufacturing and sales of knitted and textile products and clothing; provision of data processing services; technology development in e-commerce; private equity investment, investment management; asset management, investment consulting; corporate management consulting; branding and marketing planning; provision of information system integration services; technology development, technical consulting and provision of technological services in computer software and hardware technology, information technology, internet technology, material technology and new energy technology; energy-saving engineering design, consulting and installation; provision of energy performance contracting services; research and development and the sales of environmental protection equipment, water treatment equipment and their relevant parts. (Without financial and other regulatory approval, shall not engage in the public financing deposits, financing guarantees and manage client’s assets and other financial services etc) (For items subject to approval in accordance with law, the business activities can only be carried out after obtaining approval from the relevant department)” (the “**Original Business Scope**”).

In order to cater for the needs of business development of the Company, the Board proposes to widen the Original Business Scope to include “light-resistant shade fabrics, geotextiles, glass fiber fabrics and other multi-functional industrial textiles” (the “**New Business Scope**”). Such increased scope shall be subject to any amendments or adjustments as may be requested by the competent industry and commerce authority in the PRC.

#### *Conditions*

The New Business Scope is subject to satisfaction of the following conditions:

- (i) a special resolution passed by the Shareholders at the EGM to approve the New Business Scope; and
- (ii) all the necessary approval obtained from the relevant authorities in the PRC for the New Business Scope.

The filing with relevant PRC authorities will be made after the passing of the relevant special resolution at the EGM. Subject to satisfaction of the conditions set out above, the New Business Scope will take effect from the date on which the New Business Scope is registered with the competent industry and commerce authority.

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## LETTER FROM THE BOARD

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### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association, among other things, to reflect the New Business Scope and to conform with the relevant requirements of the GEM Listing Rules.

Details of the proposed amendments to the Articles of Association are set out in the Appendix to this circular. After making the proposed amendments, the contents of other chapters and articles of the Articles of Association shall remain unchanged.

The proposed amendments to the Articles of Association will be subject to the Shareholders approval by way of a special resolution at the EGM. Such amendments shall be subject to all necessary approvals, authorisations, or registration (if applicable) having been obtained from or filed with the relevant PRC governmental or regulatory authorities.

### 4. EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held at the Conference Room of the Office Building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC, at 10:00 a.m. on Tuesday, 31 July 2018 or any adjournment thereof is set out on pages 9 to 11 of this circular. At the EGM, special resolutions will be proposed to approve, inter alia, (i) the New Business Scope and (ii) the proposed amendments to the Articles of Association. A reply slip and a proxy form for use at the extraordinary general meeting are enclosed herewith.

In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from 1 July 2018 to 31 July 2018 (both days inclusive), during such period no share transfer will be registered. The shareholders of H Shares whose names appeared on the register of members of the Company on 31 July 2018 will be entitled to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, all transfer documents accompanied by share certificates must be lodged with the H Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Friday, 29 June 2018.

If you intend to attend the EGM, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event by not later than Wednesday, 11 July 2018.



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## LETTER FROM THE BOARD

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Whether or not you propose to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same, for holders of H Shares, to the H Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong and for holders of Domestic Shares, to the Company's legal address at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC as soon as possible and in any event not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### 5. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 in this circular misleading.

### 6. RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that (i) the New Business Scope and (ii) the proposed amendments to the Articles of Association, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix (Proposed Amendments to the Articles of Association) to this circular.

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

\* For identification purpose only

## APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

*Please note that the proposed amendments to the Articles of Association are prepared in Chinese language. The English translation of the proposed amendments to the Articles of Association in this appendix is for information only and not an official translation of the Chinese version. In case of any discrepancy, the Chinese version shall prevail.*

*The full text of the proposed amendments to the Articles of Association is set out as follows:*

Articles to be amended	Original Articles	Articles after amendments	Relevant Mandatory Provisions/GEM Listing Rules
Article 11	<p>The scope of business of the Company shall be based on the projects examined and approved by the company registration authority.</p> <p>The business scope of the Company is the industrial investments; manufacturing and sales of knitted and textile products and fashion; provision of data processing services; technology development in e-commerce; private equity investment, investment management, asset management, investment consulting, corporate management consulting, branding and marketing planning; provision of information system integration services; technology development, technical consulting and provision of technological services in computer software and hardware technology, information technology, internet technology, material technology, new energy technology; energy-saving engineering design, consulting, installation and energy performance contracting services; research and development and the sales of environmental protection equipment, water treatment equipment and their relevant parts. (Without financial and other regulatory approval, shall not engage in the public financing deposits, financing guarantees and valet financial management and other financial services etc)</p>	<p>The scope of business of the Company shall be based on the projects examined and approved by the company registration authority.</p> <p>The business scope of the Company is industrial investments; the manufacturing and sales of knitted and textile products and clothing; provision of data processing services; technology development in e-commerce; private equity investment, investment management; asset management, investment consulting; corporate management consulting; branding and marketing planning; provision of information system integration services; technology development, technical consulting and provision of technological services in computer software and hardware technology, information technology, internet technology, material technology and new energy technology; energy-saving engineering design, consulting and installation; provision of energy performance contracting services; research and development and the sales of environmental protection equipment, water treatment equipment and their relevant part; <b><u>light-resistant shade fabrics, geotextiles, glass fiber fabrics and other multi-functional industrial textiles.</u></b> (Without financial and other regulatory approval, shall not engage in the public financing deposits, financing guarantees and manage client's assets and other financial services etc) <b><u>(For items subject to approval in accordance with law, the business activities can only be carried out after obtaining approval from the relevant department).</u></b></p>	Article 10 of Mandatory Provisions

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**APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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Articles to be amended	Original Articles	Articles after amendments	Relevant Mandatory Provisions/GEM Listing Rules
Article 146	The Company shall publish its financial reports four times in every financial year, i.e. a quarterly or interim report shall be published within forty-five (45) days of the end of three (3), six (6) and nine (9) months of that financial year and an annual financial report shall be published within ninety (90) days after the end of the financial year.	The Company shall publish its financial reports four times in every financial year, i.e. a quarterly or interim report shall be published within forty-five (45) days of the end of three (3), six (6) and nine (9) months of that financial year and an annual financial report shall be published within <b>3 months</b> after the end of the financial year.	Sections 18.03, 18.53 and 18.66 of 《the GEM Listing Rules》

In addition, the name of “Growth Enterprise Market” be replaced by “GEM” throughout the entire Articles of Association (i.e. in the first paragraph of Article 7, Article 71 and Article 101).

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of Zhejiang Yongan Rongtong Holdings Co., Ltd. (the “**Company**”) will be held at [the Conference Room of the Office Building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the People’s Republic of China (the “**PRC**”) on Tuesday, 31 July 2018 at 10:00 a.m. for the purposes of considering, if thought fit, to pass with or without modifications, the following resolutions of the Company:-

### **SPECIAL RESOLUTIONS**

1. (a) “**THAT** the following new business scope of the Company be and is hereby approved:

“industrial investments; the manufacturing and sales of knitted and textile products and clothing; provision of data processing services; technology development in e-commerce; private equity investment, investment management; asset management, investment consulting; corporate management consulting; branding and marketing planning; provision of information system integration services; technology development, technical consulting and provision of technological services in computer software and hardware technology, information technology, internet technology, material technology and new energy technology; energy-saving engineering design, consulting and installation; provision of energy performance contracting services; research and development and the sales of environmental protection equipment, water treatment equipment and their relevant parts; light-resistant shade fabrics, geotextiles, glass fiber fabrics and other multi-functional industrial textiles. (Without financial and other regulatory approval, shall not engage in the public financing deposits, financing guarantees and manage client’s assets and other financial services etc) (For items subject to approval in accordance with law, the business activities can only be carried out after obtaining approval from the relevant department)”

- (b) any one of the directors of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the amendments to the business scope of the Company.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. “**THAT** the proposed amendments to the articles of association (the “**Articles of Association**”) of the Company (details of which are set out in the appendix to the circular dated 14 June 2018 despatched to the shareholders of the Company) be and are hereby considered and approved, and will become legal and effective subject to the relevant approval, filing and/or registration procedures in the PRC and **THAT** any one director of the Company be and is hereby authorised to make such adjustments or other amendments to the Articles of Association as he/she considers necessary or otherwise appropriate in connection with the abovementioned proposed amendments to the Articles of Association or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association with the relevant authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the proposed amendments to the Articles of Association.”

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

Zhejiang, the PRC, 14 June 2018

*Notes:*

1. The H Shares register of members of the Company will be closed from 1 July 2018 to 31 July 2018 (both days inclusive), during which period no transfer of H Shares will be effected. The shareholders of H Shares whose names appeared on the register of members of the Company on Tuesday, 31 July 2018 will be entitled to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, all transfer documents accompanied by share certificates must be lodged with the H share registrar of the Company in Hong Kong, Union Registrars Limited (“**H Share Registrar**”) at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by no later than 4:00 p.m. on Friday, 29 June 2018.
2. Any shareholder of H Shares and Domestic Shares entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a holder of H Shares and Domestic Shares.
3. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notorially certified copy of that power of attorney or authority shall be delivered, for holders of H shares, to the office of the H Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong and for holders of Domestic Shares, to the Company’s legal address at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC not less than 24 hours before the time for holding the EGM (or any adjourned meeting thereof) or 24 hours before the time appointed for taking the poll.
4. Holders of H Shares and Domestic Shares or their proxies shall produce their identity documents when attending the EGM.
5. Holders of H Shares and Domestic Shares who intend to attend the EGM shall complete and lodge the reply slip for attending the meeting at the Company’s H Share Registrar and the Company’s legal address, respectively on or before Wednesday, 11 July 2018. The reply slip may be delivered to the Company by hand, by post or by fax (at fax No.: (86) 575-84576060).

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall bear their own traveling and accommodation expenses.
7. The legal address of the Company and the details of the secretarial office of the Board are as follows:-  
  
Yangxun Qiao Town  
Keqiao Qu, Shaoxing, Zhejiang Province, The PRC  
Tel: (86) 575-84069469  
Fax: (86) 575-84576060  
Postal Code: 312028  
Contact person: Mr. Hu Hua Jun
8. As required under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the above resolutions will be decided by way of poll.

*As at the date of this notice, the executive Directors are Mr. Jiang Ning (Chairman), Mr. He Weifeng (Deputy Chairman), Ms. He Lianfeng (Chief Executive Officer) and Mr. Hu Hua Jun; and the independent non-executive Directors are Mr. Song Ke, Mr. Wang Hui and Mr. Wang Zhong.*

*This notice, 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 notice 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 notice misleading.*

*This notice 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*