
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of 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.*, you should at once hand this circular, the accompanying form 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.

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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 DIRECTORS AND (2) NOTICE OF EGM

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the EGM to be held at the Conference Room of 20/F., Yihua Financial Technology Building, Nanshan District, Shenzhen, Guangdong Province, the PRC at 10:00 a.m. on Tuesday, 19 November 2019 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 EGM 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 H share registrar, Union Registrars Limited ("**Company's 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.

This circular will remain on the "Latest Listed Company Information" page of the website of 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 purposes only

3 October 2019

CHARACTERISTICS OF GEM

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

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

“Announcement”	announcement of the Company dated 24 September 2019 in relation to, among others, the proposed change of Directors
“Articles”	articles of association of the Company, as amended, revised or supplemented from time to time
“Board”	board of Director(s)
“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
“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 of the Company to be held at the Conference Room of 20/F., Yihua Financial Technology Building, Nanshan District, Shenzhen, Guangdong Province, the PRC on Tuesday, 19 November 2019 or any adjournment thereof
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM in effect from time to time
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) of nominal value of RMB0.1 each in the share capital of the Company which are listed on GEM and subscribed for in Hong Kong dollars
“Latest Practicable Date”	27 September 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“PRC”	People’s Republic of China
“Remuneration Committee”	remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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LETTER FROM THE BOARD



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. Leng Peng

Mr. Zhu Weizhou

Principal place of business in Hong Kong:

Suites 06-12, 33rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

3 October 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF DIRECTORS AND
(2) NOTICE OF EGM**

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide the Shareholders with further information in respect of the resolutions to be proposed at the EGM for, among other matters, (i) the proposed change of Directors; and (ii) the notice convening the EGM.

2. PROPOSED CHANGE OF DIRECTORS

(i) Resignation of executive Directors

As disclosed in the Announcement, Mr. Jiang Ning (蔣寧先生) (“**Mr. Jiang**”) and Mr. He Weifeng (何偉楓先生) (“**Mr. He**”) will resign as executive Directors and as chairman and deputy chairman of the Board respectively with effect from the date of the EGM as they need to devote more time on their other engagements.

Mr. Jiang and Mr. He have confirmed that they do not have any disagreement with the Board and that there is no matter relating to their respective resignations which needs to be brought to the attention of the Shareholders.

(ii) Proposed appointment of executive Director and non-executive Director

As disclosed in the Announcement, Mr. Wang Hengzhuang (王恒壯先生) (“**Mr. Wang**”) and Mr. Ma Jinsong (馬勁松先生) (“**Mr. Ma**”) are proposed to be appointed as executive Director and non-executive Director respectively. Pursuant to the Articles, such appointments will only become effective after obtaining the approval of the Shareholders at the EGM.

Biographical details of Mr. Wang are as follows:-

Mr. Wang, aged 43, graduated from Jiangxi University of Finance and Economics (江西財經大學) with a bachelor’s degree in Economic Information Management in June 1999. He also obtained a master degree in Business Administration from Nanchang University (南昌大學) in June 2008. From July 1999 to August 2000, Mr. Wang worked as an industry researcher in the Research Department of China Great Wall Trust Investment Co., Ltd.’s Shanghai Zhangyang Road Securities Business Office* (中國長城信託投資有限公司上海張楊路證券營業部). From September 2000 to January 2003, he served as a general manager of Jiading Service Office* (嘉定服務部) of China Galaxy Securities Company Ltd.* (中國銀河證券有限責任公司) (currently known as China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司), whose shares are listed on the Stock Exchange (with stock code: 6881) and Shanghai Stock Exchange (with stock code: 601881) respectively) (“**China Galaxy Securities**”)’s Shanghai Zhangyang Road Business Office* (上海張楊路營業部). From February 2003 to December 2006, he served as an integrated management and financial analysis specialist in the Finance Department of China Galaxy Securities’s Shanghai Headquarter Office* (中國銀河證券上海總部中心) and had engaged in various projects including but not limited to the implementation of the financial integration scheme of 24 regional Business Offices in Shanghai. From January 2007 to March 2008, he participated in the restructuring project of China Galaxy Securities. From August 2008 to November 2013, he worked in the Planning and Finance Department of China Galaxy

LETTER FROM THE BOARD

Securities and was responsible for performing financial analysis and budget management and had subsequently become the responsible person for the Financial Management Department and a core member of the Planning and Finance Department from 2012 to May 2016. During such period, he was seconded to Guiyang City Jinyang Construction Investment (Group) Co., Ltd.* (貴陽市金陽建設投資(集團)有限公司) and positioned as the deputy general manager in charge of investment and financing from December 2013 to November 2014. Simultaneously, he serves as the executive director, the legal representative and the general manager of Guiyang City Guishan Funds Management Co., Ltd* (貴陽市貴山基金管理有限公司), a company in which Guizhou Yongan (a controlling Shareholder holding 588,000,000 domestic Shares (representing approximately 55.29% of the total issued share capital of the Company) as at the Latest Practicable Date) is interested in 42% of its entire equity interests (“**Guishan Fund**”), since January 2015. From June 2016 to September 2018, he worked as the director of Investment of Guizhou Yongan, and has subsequently become the deputy general manager of Guizhou Yongan since October 2018. He has also served as the general manager and an executive director of Qinghai Haiqing New Energy Technology Co., Ltd.* (青海海清新能源科技有限公司), a fellow subsidiary of the Company, since November 2016. Since 26 December 2017, Mr. Wang serves as the general manager, executive director and the legal representative of Jiuzhou Deye Fund Management (Beijing) Co., Ltd* (九州德業基金管理(北京)有限公司), a subsidiary of Guishan Fund. Mr. Wang also serves as the executive director of Tepia, 41.67% equity interests of which are indirectly held by the Company as at the Latest Practicable Date, since 5 January 2018. Since July 2017, Mr. Wang has obtained a practising certificate issued by Asset Management Association of China* (中國證券投資基金業協會) for his fund practices in Guishan Fund.

An ordinary resolution will be proposed at the EGM to appoint Mr. Wang as executive Director effective from the date of the EGM, and to authorise the Board to enter into a service contract with Mr. Wang with an annual emolument of RMB560,000 plus a year-end discretionary bonus, which was determined with reference to the existing service contracts entered into between the Company and the existing executive Directors. Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Wang. The initial length of service will be 3 years commencing from the date of the EGM.

Subject to the appointment of Mr. Wang as executive Director, the Board proposes to elect Mr. Wang as the chairman of the Board and as a member of the Remuneration Committee in order to replace Mr. Jiang and Mr. He respectively. Such appointments will only become effective after obtaining the approval of the Shareholders for his appointment as executive Director at the EGM.

Pursuant to the Articles, the chairman of the Board shall be the legal representative of the Company. Following the appointment of Mr. Wang as executive Director and the chairman of the Board, Mr. Wang will act as the legal representative of the Company accordingly.

LETTER FROM THE BOARD

Biographical details of Mr. Ma are as follows:-

Mr. Ma, aged 52, graduated from Beijing Institute of Technology (北京理工大學) with a bachelor's degree in management in July 1990. He also obtained a master degree in Monetary Banking from Renmin University of China (中國人民大學) in July 1996. From April 2005 to September 2009, he served as various positions in the Credit Card Center of China CITIC Bank Corporation Limited (中信銀行股份有限公司) (“**China CITIC Bank**”), whose shares are listed on the Stock Exchange (with stock code: 998), including the chief technology officer, the assistant to the president and the vice president. From October 2009 to April 2013, he acted as the general manager of the Private Banking Center of China CITIC Bank. From May 2013 to July 2015, he worked as the assistant branch manager of Shijiazhuang Branch Office of China CITIC Bank. Since February 2016, Mr. Ma has been the general manager of Shenzhen Hande Financial Technology Holdings Co., Ltd.* (深圳瀚德金融科技控股有限公司), a company indirectly interested in 25% equity interests in Guizhou Yongan as at the Latest Practicable Date. Since December 2016, he has been the chief executive officer of Rongshu Technology (Shenzhen) Company Ltd.* (融數科技(深圳)有限公司). Since January 2019, he has been a director and the deputy general manager of Guizhou Yongan. He has been the general manager of Whole Easy Internet Technology Co., Ltd. (眾應互聯科技股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (with stock code: 002464) from 21 May 2019 to 9 September 2019.

An ordinary resolution will be proposed at the EGM to appoint Mr. Ma as non-executive Director effective from the date of the EGM, and to authorise the Board to enter into a service contract with Mr. Ma with an annual emolument of RMB360,000 plus a year-end discretionary bonus, which was determined with reference to his duties and responsibilities towards the Company. Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Ma. The initial length of service will be 3 years commencing from the date of the EGM.

As at the Latest Practicable Date, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, Mr. Wang and Mr. Ma (i) have not been a director of any other listed company in Hong Kong or overseas in the last 3 years; (ii) do not have any relationship with any member of the Board, senior management, substantial shareholders or controlling shareholder of the Company (as respectively defined in the GEM Listing Rules); (iii) do not have any interests in the Shares (within the meaning of Part XV of the SFO); (iv) do not hold any other position in the Company or any other members of the Group; and (v) do not have any other major appointments and professional qualifications.

In relation to the respective appointments of Mr. Wang as executive Director and Mr. Ma as non-executive Director, Mr. Wang and Mr. Ma have confirmed there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. EGM AND PROXY ARRANGEMENT

The EGM will be held at the Conference Room of 20/F., Yihua Financial Technology Building, Nanshan District, Shenzhen, Guangdong Province, the PRC at 10:00 a.m. on Tuesday, 19 November 2019. A notice convening the EGM is set out on pages 9 to 11 of this circular. At the EGM, resolutions will be proposed to consider and approve the proposed change of Directors. A reply slip and a form of proxy for use at the EGM are enclosed with this circular. 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, 30 October 2019.

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 H 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) or 24 hours before the time appointed for taking the poll. 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.

The H share register of members of the Company will be closed from 19 October 2019 to 19 November 2019 (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, 19 November 2019 will be entitled to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 18 October 2019.

Pursuant to Rule 17.47(4) of 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 results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

4. 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 herein or this circular misleading.

5. RECOMMENDATION

The Directors consider that the proposed change of Directors is in the best interests of the Company and its Shareholders as a whole and recommend its Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

NOTICE OF EGM



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 20/F., Yihua Financial Technology Building, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China (the “**PRC**”) on Tuesday, 19 November 2019 at 10:00 a.m. for the following purpose of considering and, if thought fit, passing with or without modifications or amendments, the following resolutions:-

ORDINARY RESOLUTIONS

1. **“THAT** Mr. Wang Hengzhuang (“**Mr. Wang**”) be and is hereby appointed as executive director of the Company for a period of 3 years effective from the date of the EGM and **THAT** the board (the “**Board**”) of the Company be and is hereby authorised to enter into a service contract with Mr. Wang for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB560,000 plus a year-end discretionary bonus.”
2. **“THAT** Mr. Ma Jinsong (“**Mr. Ma**”) be and is hereby appointed as non-executive director of the Company for a period of 3 years effective from the date of the EGM and **THAT** the Board be and is hereby authorised to enter into a service contract with Mr. Ma for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB360,000 plus a year-end discretionary bonus.”

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

Zhejiang, the PRC, 3 October 2019

NOTICE OF EGM

Notes:

1. The H share register of members of the Company will be closed from 19 October 2019 to 19 November 2019 (both days inclusive), during which period no transfer of H shares (“Shares”) of the Company will be effected. The shareholders of H Shares whose names appeared on the register of members of the Company on Tuesday, 19 November 2019 will be entitled to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company’s H Share registrar, Union Registrars Limited (“Company’s H Share Registrar”) at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 18 October 2019.
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 or 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 notarially certified copy of that power of attorney or authority shall be delivered, for holders of H Shares, to the office of the Company’s H Share Registrar 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, 30 October 2019. The reply slip may be delivered to the Company by hand, by post or by fax (at fax No.: (86) 575-84576060).
6. The EGM is not expected to take more than half a day. Shareholders of the Company 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
Postal Code: 312028
Tel: (86) 575-84570099
Fax: (86) 575-84576060
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.

NOTICE OF EGM

As at the date of this notice, the executive directors of the Company 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 of the Company are Mr. Song Ke, Mr. Leng Peng and Mr. Zhu Weizhou.

This notice, for which the directors of the Company 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 of the Company, 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 Listed Company Information” 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 purposes only*