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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 OF AGM

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**AGM**”) 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 Thursday, 11 June 2020 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:-

AS ORDINARY RESOLUTIONS

1. “**THAT** the report of the board of directors (the “**Board**”) of the Company for the year of 2019 be and is hereby approved.”
2. “**THAT** the report of the supervisory committee of the Company for the year of 2019 be and is hereby approved.”
3. “**THAT** the audited consolidated financial statements and the auditor’s report of the Company and its subsidiaries for the year ended 31 December 2019 be and is hereby approved.”
4. “**THAT** Shinewing (HK) CPA Limited be and is hereby re-appointed as international auditors for the year ending 31 December 2020 and **THAT** Zhejiang Zhongxing CPA Company Limited be and is hereby re-appointed as domestic auditors for the year ending 31 December 2020, and **THAT** the Board be and is hereby authorised to determine their remuneration and enter into the services contract with them.”
5. “**THAT** Mr. Song Ke (“**Mr. Song**”) be and is hereby re-appointed as an independent non-executive director (“**Director(s)**”) for a period of 3 years effective from the date of the AGM and **THAT** the Board be and is hereby authorised to enter into a letter of appointment with Mr. Song for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB100,000.”

AS SPECIAL RESOLUTION

6. “THAT:

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the articles of association of the Company and the applicable laws and regulations of the PRC, a general unconditional mandate be and is hereby granted to the Board to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot, issue and deal with new overseas foreign listed shares of the Company (“**H Shares**”) and/or new domestic shares of the Company (“**Domestic Shares**”) on such terms and conditions as the Board may determine and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of H Shares and/or Domestic Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) (excluding any shares which may be allotted and issued upon the conversion of the capital reserve fund into capital in accordance with the Company Law or the articles of association of the Company) shall not exceed 20% of the total number of each of the H Shares or Domestic Shares in issue in each case on the date of passing this resolution and the said approval shall be limited accordingly;
- (d) For the purpose of this special resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) twelve months from the date of passing of this resolution; or
- (iii) the date on which the mandate granted by this resolution is revoked or varied by a special resolution of the shareholders at any general meeting of the Company.

- (B) The Board shall, subject to the relevant approvals being obtained from the relevant authorities and to the compliance with the applicable laws and regulations of the PRC, increase the Company's registered share capital corresponding to the relevant number of shares allotted and issued upon the exercise of the mandate given pursuant to paragraph (A) of this resolution and be authorised to amend as they may deem appropriate and necessary, the articles of association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the authority granted under paragraph (A) to allot and issue new H Shares and/or Domestic Shares.
- (C) Any two Directors are authorised to sign the necessary documents, complete the necessary procedures and take other necessary steps to complete the allotment and issue of the new H Shares and/or Domestic Shares and the listing of the new H Shares.”

By Order of the Board
Zhejiang Yongan Rongtong Holdings Co., Ltd.*
Wang Hengzhuang
Chairman

Zhejiang, the PRC, 27 April 2020

Notes:

1. The H share registrar of shareholders of the Company (“**Company’s H Share Registrar**”) will be closed from 12 May 2020 to 11 June 2020 (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 shareholders of the Company on Thursday, 11 June 2020 will be entitled to attend and vote at the AGM. In order to qualify for attendance and voting at the AGM, 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 Monday, 11 May 2020.
2. Any shareholder of H Shares and Domestic Shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote at the AGM 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 AGM (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 AGM.
5. Holders of H Shares and Domestic Shares who intend to attend the AGM 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 Friday, 22 May 2020. The reply slip may be delivered to the Company by hand, by post or by fax (at fax No.: (86) 575-84576060).

6. The AGM is not expected to take more than half a day. Shareholders of the Company or their proxies attending the AGM 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 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. Wang Hengzhuang (chairman), Ms. He Lianfeng (chief executive officer) and Mr. Hu Hua Jun; the non-executive director is Mr. Ma Jinsong (deputy chairman); and the independent non-executive Directors are Mr. Song Ke, Mr. Leng Peng and Mr. Zhu Waizhou.

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 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 purpose only