
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 and 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 the office building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC at 10:00 a.m. on Friday, 30 July 2021 or any adjournment thereof is set out on pages 9 to 10 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 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 purpose only*

16 June 2021

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”	the announcement of the Company dated 4 June 2021 in relation to, among others, proposed change of Directors
“Articles”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Audit Committee”	audit committee of the Company
“Board”	the board of Director(s)
“Board Committees”	the Audit Committee, Nomination Committee and Remuneration Committee
“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 the office building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC on Friday, 30 July 2021 or any adjournment thereof
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the 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

DEFINITIONS

“Latest Practicable Date”	10 June 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination Committee”	Nomination committee of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Remuneration Committee”	remuneration committee of the Company
“SFO”	the 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
“Zhejiang Yongli”	Zhejiang Yongli Industrial Group Limited, company established in the PRC and the ultimate holding company of the Company
“%”	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. Wang Hengzhuang (*Chairman*)
Ms. He Lianfeng (*Chief Executive Officer*)
Mr. Hu Hua Jun

Non-executive Director:

Mr. Ma Jinsong (*Deputy Chairman*)

Independent non-executive Directors:

Mr. Leng Peng
Mr. Zhu Weizhou
Ms. Wu Yuejuan

Legal address:

Yangxun Qiao Town
Keqiao Qu
Shaoxing
Zhejiang Province
The People's Republic of China

Place of business in Hong Kong:

Suites 2701-08, 27th Floor
Shui On Centre,
6-8 Harbour Road,
Wanchai,
Hong Kong

16 June 2021

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you 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.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF DIRECTORS

(i) Resignation of executive Director

As disclosed in the Announcement, the Board was informed by Mr. Wang Hengzhuang (王恒壯先生) (“**Mr. Wang**”) that he would resign as executive Director and as chairman of the Board with effect from the date of the EGM as he need to devote more time on his other engagements.

Mr Wang has confirmed that he does not have any disagreement with the Board and that there is no matter relating to his resignation which needs to be brought to the attention of the Shareholders.

(ii) Proposed appointment of executive Director

As disclosed in the Announcement, Mr. Lou Lijiang (婁利江先生) (“**Mr. Lou**”) is proposed to be appointed as executive Director. Pursuant to the Articles, such appointment will only become effective after obtaining the approval of the Shareholders at the EGM.

Biographical details of Mr. Lou are as follows:

Mr. Lou, aged 34, graduated from Zhejiang Institute of Finance and Economics (currently named Zhejiang University of Finance and Economics) (浙江財經學院(目前名稱為浙江財經大學)) with the bachelor’s degree in Insurance in June 2010. From May 2011 to December 2015, he worked at the loan department of Shaoxing Keqiao Yongli Small Loan Co., Ltd.* (紹興市柯橋區永利小額貸款股份有限公司), a subsidiary of Zhejiang Yongli and with the last position as a deputy general manager. From January 2016 to December 2020, he worked as a general manager of the investment department of Zhejiang Yongli. In January 2021, he joined the Company and is working as a deputy general manager of the Company.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Lou. The initial length of services will be 3 years commencing from the date of the EGM.

An ordinary resolution will be proposed at the EGM to appoint Mr. Lou as an executive Director effective from the date of the EGM, and to authorise the Board to enter into a service contract with Mr. Lou with an annual emolument of RMB150,000 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.

As at the date of this document, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, Mr. Lou (i) has not been a director of any other listed company in Hong Kong or overseas in the last 3 years; (ii) does not have any relationship with any members of the Board, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the GEM Listing Rules); (iii) does not have any interests in the Shares (within the meaning of Part XV

LETTER FROM THE BOARD

of the SFO); (iv) does not hold any other position in the Company or any other members of the Group; and (v) does not have any other major appointments and professional qualifications.

In relation to the appointment of Mr. Lou as executive Director, he has confirmed that 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.

Subject to the appointment of Mr. Lou as executive Director, the Board proposes to elect Mr. Lou as the chairman of the Board and a member of the Remuneration Committee in order to replace Mr. Wang. Such appointment 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. Lou as executive Director and the chairman of the Board, Mr. Lou will act as the legal representative of the Company.

(iii) Resignation of independent non-executive Directors

As disclosed in the Announcement, the Board was informed by Mr. Leng Peng (冷鵬先生) (“**Mr. Leng**”) and Ms. Wu Yuejuan (吳悅娟女士) (“**Ms. Wu**”) that they would resign as independent non-executive Directors due to their personal development with effect from the date of EGM.

Mr. Leng and Ms. Wu have confirmed that they do not have any disagreements 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.

(iv) Proposed appointment of independent non-executive Directors

As disclosed in the Announcement, Mr. Yu Weidong (余偉東先生) (“**Mr. Yu**”) and Mr. Yuan Lingfeng (袁靈烽先生) (“**Mr. Yuan**”) are proposed to be appointed as independent non-executive Directors. Pursuant to the Articles, such appointments will only become effective after obtaining approval of the Shareholders at the EGM.

Biographical details of the proposed independent non-executive Directors are as follows:

(A) Mr. Yu Weidong

Mr. Yu, aged 53, graduated from Zhejiang Institute of Finance and Economics (浙江財經學院) with the bachelor’s degree in Accountancy in July 2001. From July 1992 to December 1999, Mr. Yu worked as an audit officer of Shaoxing County Audit Office, a department under Shaoxing City Audit Bureau (紹興縣審計事務所(紹興市審計局屬下之部門)). From December 1999 to December 2017, he served as vice director of Shaoxing Xingye CPA Firm* (紹興興業會計師事務所). Since December 2017, he has been a

LETTER FROM THE BOARD

director of Shaoxing Zhongjing CPA Firm* (紹興中景會計師事務所). Mr. Yu has been granted a certificate of senior accountant (高級會計師) in December 2003. He has registered as a Chinese Certified Public Accountant (中國註冊會計師) since February 1998, as a Chinese Certified Valuer (中國註冊評估師) since June 1998 and as a Chinese Certified Tax Agent (中國註冊稅務師) since June 1999. He is now a practising Chinese Certified Public Accountant.

Subject to the appointment of Mr. Yu as independent non-executive Director, the Company will enter into a letter of appointment with Mr. Yu. The term of office of Mr. Yu shall be 3 years commencing upon the approval by the Shareholders of his appointment at the EGM.

An ordinary resolution will be proposed at the EGM to elect Mr. Yu as an independent non-executive Director for a period of 3 years effective from the date of the EGM, and to authorise the Board to enter into a letter of appointment with Mr. Yu for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB50,000, which was determined with reference to the existing contracts entered into between the Company and the existing independent non-executive Directors.

(B) *Mr. Yuan Lingfeng*

Mr. Yuan, aged 37, graduated from Shaoxing University (紹興文理學院) with the bachelor's degree in Accountancy in June 2006. From July 2006 to March 2021, Mr. Yuan worked as a finance officer of Zhejiang Baoye Construction Group Co., Ltd.* (浙江寶業建設集團有限公司). Since March 2021, he has served as a deputy finance manager of Zhejiang Dongsha Construction Group Ltd.* (浙江東廈建工集團有限公司). Mr. Yuan has been granted a certificate of senior accountant (高級會計師) in December 2019.

Subject to the appointment of Mr. Yuan as independent non-executive Director, the Company will enter into a letter of appointment with Mr. Yuan. The term of office of Mr. Yuan shall be 3 years commencing upon the approval by the Shareholders of his appointment at the EGM.

An ordinary resolution will be proposed at the EGM to elect Mr. Yuan as an independent non-executive Director for a period of 3 years effective from the date of the EGM, and to authorise the Board to enter into a letter of appointment with Mr. Yuan for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB50,000, which was determined with reference to the existing contracts entered into between the Company and the existing independent non-executive Directors.

As at the date of this document, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, Mr. Yu and Mr. Yuan (i) have not been a director of any other listed company in Hong Kong or overseas in the last 3 years, and had no prior relationship, business or otherwise, with the

LETTER FROM THE BOARD

Company and its subsidiaries; (ii) do not have any relationship with any members of the Board, senior management, substantial shareholders or controlling shareholders 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 appointment of Mr. Yu and Mr. Yuan as independent non-executive Directors, they have confirmed that 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.

Subject to the appointment of Mr. Yu and Mr. Yuan as independent non-executive Directors, Mr. Yu will be appointed to replace Mr. Leng as the chairman of the Audit Committee and as member of the Remuneration Committee and Nomination Committee while Mr. Yuan will be appointed to replace Ms. Wu as the chairman of the Remuneration Committee and as member of the Audit Committee and Nomination Committee. Such appointments will only become effective after obtaining approval of the Shareholders for their appointments as independent non-executive Directors at the EGM.

3. EGM AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages 9 to 10 of this circular. At the EGM, resolutions will be proposed to approve, *inter alia*, the proposed change of Directors. A reply slip and a form of proxy for use at the EGM are enclosed with this circular.

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. 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 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 aspects 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 of
Zhejiang Yongan Rongtong Holdings Co., Ltd.*
Wang Hengzhuang
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 the office building of the Company at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Friday, 30 July 2021 at 10:00 a.m. for the following purpose of considering and, if thought fit, passing with or without modifications or amendments, the following ordinary resolutions:

1. “**THAT** Mr. Lou Lijiang (“**Ms. Lou**”) be and is hereby appointed as an executive director (“**Director**”) of the Company for a period of 3 years effective from the date of the EGM and **THAT** the board (“**Board**”) of director of the Company be and is hereby authorised to enter into a service contract with Mr. Lou for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB150,000.”
2. “**THAT** Mr. Yu Weidong (“**Mr. Yu**”) be and is hereby appointed as an independent non-executive Director 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 letter of appointment with Mr. Yu for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB50,000.”
3. “**THAT** Mr. Yuan Lingfeng (“**Mr. Yuan**”) be and is hereby appointed as an independent non-executive Director 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 letter of appointment with Mr. Yuan for a term of 3 years commencing from the date of the EGM at an annual emolument of RMB50,000.”

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

Zhejiang, the PRC, 16 June 2021

NOTICE OF EGM

Notes:

1. The H share registrar of shareholders of the Company (“**Company’s H Share Registrar**”) will be closed from 30 June 2021 to 30 July 2021 (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 Friday, 30 July 2021 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 Tuesday, 29 June 2021.
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 Saturday, 10 July 2021. 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 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. Leng Peng, Mr. Zhu Weizhou and Ms. Wu Yuejuan.

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>.

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