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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)**

**ANNOUNCEMENT**

**(1) PROPOSED CHANGE OF DIRECTORS; AND**  
**(2) PROPOSED CHANGE OF MEMBER OF BOARD COMMITTEES**

**PROPOSED CHANGE OF THE DIRECTORS**

**(i) Resignation of non-executive Director**

The Board announces that Mr. Ma Jinsong (馬勁松先生) will resign as a non-executive Director and the Deputy Chairman with effect from the date of the EGM as he need to devote more time on his other engagements.

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

The Board proposes to appoint Mr. Xia Zhenbo (夏震波先生) as a non-executive Director. Pursuant to the Articles, such appointment will only become effective after obtaining the approval of the Shareholders at the EGM.

**(iii) Resignation of independent non-executive Director**

The Board announces that Mr. Zhu Weizhou (朱偉洲先生) will resign as an independent non-executive Director due to his personal development with effect from the date of the EGM.

**(iv) Proposed appointment of independent non-executive Director**

The Board proposes to appoint Mr. Zhang Jianyong (章建勇先生) (formerly named Zhang Jianyong (章劍勇)) as an independent non-executive Director. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholders at the EGM.

## **PROPOSED CHANGE OF DEPUTY CHAIRMAN OF THE BOARD**

Subject to the appointment of Mr. Xia as a non-executive Director, the Board proposes to elect Mr. Xia as the deputy chairman of the Board in order to replace Mr. Ma. Such appointment will only become effective after obtaining approval of the Shareholders for his appointment as a non-executive Director at the EGM.

## **PROPOSED CHANGE OF MEMBER OF BOARD COMMITTEES**

Subject to the appointment of Mr. Zhang as an independent non-executive Director, Mr. Zhang will be appointed to replace Mr. Zhu as the chairman of the Nomination Committee and as a member of the Audit Committee and the Remuneration Committee. Such appointment will only become effective after obtaining approval of the Shareholders for his appointment as an independent non-executive Director at the EGM.

## **EGM**

A circular containing, *inter alia*, details of the proposed change of Directors together with a notice convening the EGM, will be despatched to the Shareholders pursuant to the requirements under the GEM Listing Rules as soon as practicable.

## **PROPOSED CHANGE OF DIRECTORS**

### **(i) Resignation of non-executive Director**

The Board announces that Mr. Ma Jinsong (馬勁松先生) (“**Mr. Ma**”) will resign as a non-executive Director and the Deputy Chairman of the Board with effect from the date of the EGM as he need to devote more time on his other engagements.

Mr. Ma 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.

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Ma for his past valuable contribution and services made to the Company during his terms of office with the Company.

### **(ii) Proposed appointment of non-executive Director**

The Board announces that Mr. Xia Zhenbo (夏震波先生) (“**Mr. Xia**”) is proposed to be appointed as a non-executive Director. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholders at the EGM.

Biographical details of Mr. Xia are as follows:

Mr. Xia, aged 33, graduated from University of Wales, Bangor with the degree of Master of Science in Banking and Finance in September 2011. From October 2011 to September 2018, he worked successively as an officer at the corporate finance department and administrative department of Zhejiang Yongli Industrial Group Co., Ltd.\* (浙江永利實業股份有限公司), the ultimate holding company of the Company. In July 2019, he joined Guizhou Yongan Finance Holdings Company Ltd.\* (貴州永安金融控股股份有限公司), the immediate holding company of the Company as a financial controller. As at the date of this announcement, Mr. Xia is beneficially interested in 640,000 H Shares.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Xia. 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 elect Mr. Xia as a non-executive Director effective from the date of the EGM, and to authorise the Board to enter into a service contract with Mr. Xia with an annual emolument of RMB50,000 plus a year-end discretionary bonus, which was determined with reference to the existing service contracts entered into between the Company and the existing non-executive Director.

As at the date of this announcement, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiries, (i) Mr. Xia has 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 Company and its subsidiaries; (ii) he 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) he does not have any interests in the Shares (within the meaning of Part XV of the SFO); (iv) he does not hold any other position in the Company or any other members of the Group; and (v) he does not have any other major appointment and professional qualification.

In relation to the appointment of Mr. Xia as a non-executive Director, Mr. Xia 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.

### **(iii) Resignation of independent non-executive Director**

The Board announces that Mr. Zhu Weizhou (朱偉洲先生) (“**Mr. Zhu**”) will resign as an independent non-executive Director due to his personal development with effect from the date of the EGM.

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

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Zhu for his past valuable contributions and services made to the Company during his terms of office with the Company.

**(iv) Proposed appointment of independent non-executive Director**

The Board announces that Mr. Zhang Jianyong (章建勇先生) (formerly named Zhang Jianyong (章劍勇)) (“**Mr. Zhang**”) is proposed to be appointed as an independent non-executive Director. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholders at the EGM.

Biographical details of Mr. Zhang are as follows:

Mr. Zhang, aged 55, graduated from Hangzhou City Law School\* (杭州市法律學校) (currently named Hangzhou Normal University\* (杭州師範大學)) with a certificate of professional in law in July 1990. He also graduated from the online education faculty of Southwest Jiaotong University (西南交通大學) with a certificate of professional in law in January 2007. From July 1990 to May 1996, Mr. Zhang worked as a clerk at the legal department of the People’s Government of Meishan Village Yuecheng Qu, Shaoxing City\* (紹興市越城區梅山鄉人民政府). From June 1996 to August 2000, he worked as a lawyer of Yueshao (Shaoxing) Law Firm\* (越紹(紹興)律師事務所). From September 2000 to October 2010, he served as a senior partner of Zhejiang Tianyun Law Firm\* (浙江天銳律師事務所). Since October 2010, he has been a senior partner of Zhejiang Jianhu Law Firm\* (浙江鑿湖律師事務所). Mr. Zhang was granted a certificate as a Chinese Lawyer (中國律師) in April 1994 and has been registered as a practising Chinese Lawyer since June 1996. He is now a practising Chinese Lawyer (中國執業律師).

Subject to the appointment of Mr. Zhang as an independent non-executive Director, the Company will enter into a letter of appointment with Mr. Zhang. The term of office of Mr. Zhang 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. Zhang as an independent non-executive Director for a period of 3 years effective from the date of the EGM, and authorise the Board to enter into a letter of appointment with Mr. Zhang 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 announcement, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiries, (i) Mr. Zhang has 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 Company and its subsidiaries; (ii) he 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) he does not have any interests in the Shares (within the meaning of Part XV of the SFO); (iv) he does not hold any other position in the Company or any other members of the Group; and (v) he does not have any other major appointments and professional qualifications.

In relation to the appointment of Mr. Zhang as an independent non-executive Director, Mr. Zhang 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.

## **PROPOSED CHANGE OF DEPUTY CHAIRMAN OF THE BOARD**

Subject to the appointment of Mr. Xia as a non-executive Director, the Board proposes to elect Mr. Xia as the Deputy Chairman of the Board in order to replace Mr. Ma. Such appointment will only become effective after obtaining the approval of the Shareholders for his appointment as a non-executive Director at the EGM.

## **PROPOSED CHANGE OF MEMBERS OF BOARD COMMITTEES**

Subject to the appointment of Mr. Zhang as an independent non-executive Director, Mr. Zhang will be appointed to replace Mr. Zhu as the chairman of the Nomination Committee and as a member of the Audit Committee and Remuneration Committee. Such appointments will only become effective after obtaining approval of the Shareholders for his appointment as an independent non-executive Director at the EGM.

## **EGM**

A circular containing, *inter alia*, details of the proposed change of Directors together with a notice convening the EGM, will be despatched to the Shareholders pursuant to the requirements under the GEM Listing Rules as soon as practicable.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Articles”	articles of association of the Company
“Audit Committee”	audit committee of the Company
“Board”	the board of Directors

“Board Committees”	the Audit Committee, Nomination Committee and Remuneration Committee
“Chairman”	chairman of the Board of the Company
“Chief Executive Officer”	chief executive officer 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
“Deputy Chairman”	deputy chairman of the Board of the Company
“Director(s)”	director(s) of the Company
“EGM”	extraordinary general meeting of the Company to be held to approve, among others, the proposed change of Directors by the Shareholders
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“H Shares”	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
“Nomination Committee”	nomination committee of the Company
“PRC”	People’s Republic of China
“Remuneration Committee”	remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“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

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

Zhejiang, the PRC, 10 November 2021

*As at the date of this announcement, the executive Directors are Mr. Lou Lijiang (Chairman), Ms. He Lianfeng (Chief Executive Officer) and Mr. Hu Hua Jun; the non-executive Director is Mr. Ma Jinsong (Deputy Chairman); the independent non-executive Directors are Mr. Yu Weidong, Mr. Yuan Lingfeng and Mr. Zhu Weizhou.*

*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 Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.zj-yongan.com](http://www.zj-yongan.com).*

\* For identification purposes only