
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, CHIEF EXECUTIVE OFFICER
AND AUTHORISED REPRESENTATIVE;**
**(2) CHANGE OF COMPOSITION OF THE
NOMINATION COMMITTEE;**
(3) PROPOSED CHANGE OF SUPERVISORS;
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 14 of this circular.

A notice convening the AGM to be held at the Conference Room of the Office Building of the Company at Xiwu Industrial Park, Hutang Street, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC at 10:00 a.m. on Friday, 14 June 2024 or any adjournment thereof is set out on pages 15 to 19 of this circular. A reply slip and a proxy form for use at the AGM 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 Xiwu Industrial Park, Hutang Street, 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 the Stock Exchange at <http://www.hkexnews.hk> 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

30 April 2024

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”	an announcement of the Company dated 22 April 2024 in relation to, inter alia, the (i) proposed change of Directors, Chief Executive Officer and Authorised Representative; (ii) change of composition of the Nomination Committee; (iii) proposed change of Supervisors
“AGM”	an annual general meeting of the Company to be held at the Conference Room of the Office Building of the Company at Xiwu Industrial Park, Hutang Street, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC on Friday, 14 June 2024 or any adjournment thereof
“Articles”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Authorised Representative”	the authorized representative of the Company
“Board”	the board of Director(s)
“Chairman”	the chairman of the board of directors of the Company
“Chief Executive Officer”	the 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”	the deputy chairman of the Board
“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
“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
“General Mandate”	the proposed general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional H Shares and/or Domestic Shares representing up to 20% of the total number of the respective H Shares or Domestic Shares in issue as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“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”	24 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China
“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
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Zhejiang Yongli”	浙江永利實業集團有限公司(Zhejiang Yongli Industry Group Co., Ltd.*) a company established under the laws of the PRC and the ultimate holding company of the Company
“%”	per cent

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. Lou Lijiang (*Chairman*)
Ms. He Lianfeng (*Chief Executive Officer*)
Mr. Hu Hua Jun

Non-executive Director:

Mr. Xia Zhenbo (*Deputy Chairman*)

Independent non-executive Directors:

Mr. Yue Weidong
Mr. Yuan Lingfeng
Mr. Zhang Jianyong

Legal address:

Xiwu Industrial Park,
Hutang Street,
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

30 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF DIRECTORS, CHIEF EXECUTIVE OFFICER
AND AUTHORISED REPRESENTATIVE;
(2) CHANGE OF COMPOSITION OF THE
NOMINATION COMMITTEE;
(3) PROPOSED CHANGE OF SUPERVISORS;
(4) PROPOSED GENERAL MANDATE TO ISSUE SHARES; AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with further information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) proposed change of Directors, Chief Executive Officer and Authorised Representative; (ii) change of composition of the Nomination Committee; (iii) proposed change of Supervisors; (iv) proposed grant of General Mandate to issue Shares; and (v) the notice convening the AGM.

2. PROPOSED CHANGE OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND AUTHORISED REPRESENTATIVE

(i) Resignation and retirement of executive Directors

Ms. He Lianfeng (“**Ms. He**”) will resign as an executive Director due to her personal development with effect from the date of the AGM while Mr. Hu Hua Jun (“**Mr. Hu**”) will retire as an executive Director upon expiration of the term of his service contract with the Company at the AGM and will not offer himself for re-election as an executive Director.

Both Ms. He and Mr. Hu have confirmed that they have no disagreement with the Board and they are not aware of any other matters relating to their respective resignation and retirement that need to be brought to the attention of the Shareholders.

As a result of the nomination by Zhejiang Yongli, they have identified 2 suitable candidates, namely, Mr. Zhan Fahui (“**Mr. Zhan**”) and Ms. Zhou Youqin (“**Ms. Zhou**”) to take up the positions as executive Directors. The Board also proposes to elect Mr. Zhan as the Chief Executive Officer while Ms. Zhou as the Authorised Representative. Pursuant to the Articles, the appointment of executive Directors, the Chief Executive Officer and the Authorised Representative will only become effective after obtaining approval of the Shareholders at the AGM.

Biographical details of the proposed executive Directors are as follows:

A. *Mr. Zhan*

Mr. Zhan, aged 52. He has been working in the sales department of Zhejiang Yongli Industry Group Co., Ltd., the ultimate holding company of the Company, and its subsidiaries since 1994, joined the Company in 2013 as a sales manager. He acted as an employee in the sales department of 杭州無線電九廠 (Hangzhou Radio No.9 Factory*) during the period from 1990 to 1994. Mr. Zhan is very familiar with the sales trend of China’s textile market, and has more than 20 years of valuable experience in the sales and management of textile enterprises. Mr. Zhan has been working as the sales manager of the Company since 2013.

As at the Latest Practicable Date, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, (i) Mr. Zhan has not been a director of any other listed company in Hong Kong or overseas in the past 3 years, and had no prior relationship, business or otherwise,

LETTER FROM THE BOARD

with the Company; (ii) Mr. Zhan has no 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 of The Stock Exchange); (iii) Mr. Zhan does not have or is not deemed to have interests in any shares or underlying shares of the Company (within the meaning of Part XV of the SFO); (iv) Mr. Zhan does not hold any other position in the Company; and (v) Mr. Zhan does not have any other major appointments and professional qualifications.

In relation to the appointment of Mr. Zhan as an executive Director, the Chief Executive Officer and a member of Nomination Committee, there is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to the requirements of the provisions under paragraphs 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.

An ordinary resolution will be proposed at the AGM to elect Mr. Zhan as an executive Director, the Chief Executive Officer and a member of Nomination Committee for a period of 3 years effective from the date of the AGM, and the Board will be authorised to enter into a service contract with Mr. Zhan for a term of 3 years commencing from the date of the AGM at 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 executive Directors. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of the election of Mr. Zhan.

B. Ms. Zhou

Ms. Zhou, aged 60, holds a MBA degree from the Open University of Hong Kong. She is the younger sister of Mr. Zhou Yongli (the ultimate controlling shareholder of the Company). Ms. Zhou is currently one of the shareholders and directors of Zhejiang Yongli and is also one of the shareholders, directors and general manager and legal representative of Zhejiang Yongli Warp Knitting Co. Ltd., a fellow subsidiary of the Company. She worked as a forewoman of 紹興第二毛紡廠 (Shaoxing No.2 Woolen Factory*) from June 1985 to August 1989; from September 1985 to March 1992, she served as warehouse director of 紹興縣天橋紡廠 (Shaoxing Tianqiao Textiles Factory*), 津楊經編廠 (Jinyang Warp Knitting Factory*) and 紹興縣星火經編纖維廠 (Shaoxing Xinghuo Warp Knitting Fiber Factory*), respectively; she also served as the head of the Supply and Sales Section of 浙江永利集團滌綸廠 (Zhejiang Yongli Group Polyester Factory*) (formerly known as 紹興縣星火經編纖維廠 (Shaoxing Xinghuo Warp Knitting Fiber Factory*)) from April 1992 to April 1994; she served as the general manager of 浙江永利針織有限公司 (Zhejiang Yongli Knitting Co., Ltd.*) from April 1994 to December 2021. She has served as general manager of Zhejiang Yongli Warp Knitting Co., Ltd. since 2001. Ms. Zhou has more than 30 years of experience in the textile industry. She is very familiar with the trend of China's textile market, and has more than 30 years of valuable experience in the production management of textile enterprises.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, (i) Ms. Zhou has not been a director of any other listed company in Hong Kong or overseas in the past 3 years, and had no prior relationship, business or otherwise, with the Company; (ii) Ms. Zhou has no 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) Ms. Zhou does not have or is not deemed to have interests in any shares or underlying shares of the Company (within the meaning of Part XV of the SFO); (iv) Ms. Zhou does not hold any other position in the Company; and (v) Ms. Zhou does not have any other major appointments and professional qualifications.

In relation to the appointment of Ms. Zhou as an executive Director and the Authorised Representative, there is no information which is disclosable nor is/was she involved in any matters required to be disclosed pursuant to the requirements of the provisions under paragraphs 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.

An ordinary resolution will be proposed at the AGM to elect Ms. Zhou as an executive Director and the Authorised Representative for a period of 3 years effective from the date of the AGM, and the Board will be authorised to enter into a service contract with Ms. Zhou for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB50,000 plus a year-end discretionary bonus and will be paid by Zhejiang Yongli, which was determined with reference to the existing service contracts entered into between the Company and the existing executive Directors. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of the election of Ms. Zhou.

(ii) Proposed re-election of Directors

a) EXECUTIVE DIRECTORS

Mr. Lou Lijiang (婁利江先生) (“**Mr. Lou**”), is an executive Director will retire upon expiration of the term of his office at the AGM and will offer himself for re-election as an executive Director at the AGM. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholder at the AGM.

Biographical details of Mr. Lou are as follows:

Mr. Lou, aged 36, is currently the Chairman and executive Director of the Company and is responsible for the strategic planning, corporate investment and overall management of the Company. He 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

LETTER FROM THE BOARD

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. Mr. Lou has been appointed as an executive Director of the Company at the extraordinary general meeting (“EGM”) held on 30 July 2021 and elected as a Chairman of the Board on the same day.

The Company will enter into a service contract with Mr. Lou. The term of office of Mr. Lou shall be 3 years commencing upon approval by the Shareholders of his appointment at the AGM.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Lou as an executive Director for a period of 3 years effective from the date of AGM, and to authorise the Board to enter into a service contract with Mr. Lou for a term of 3 years commencing from the date of AGM at 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 executive Directors.

As at the Latest Practicable Date, save as disclosed above, to the best of knowledge, information and belief of the Board having made reasonable enquiry, (i) Mr. Lou has not been a director of any other listed company in Hong Kong or overseas in the past 3 years, and had no prior relationship, business or otherwise, with the Company and its subsidiary; (ii) he has no relationship with any members of the Board, senior management, substantial Shareholders or controlling Shareholders of the Company and its subsidiary (as respectively defined in the GEM Listing Rules); (iii) he does not have or are not deemed to have interests in any shares or underlying shares of the Company (within the meaning of Part XV of the SFO); (iv) he does not hold any other position in the Company; and (v) he does not have any other major appointments and professional qualifications.

In relation to the appointment of Mr. Lou as executive Director, there is no information which is disclosable nor are/were they involved in any matters required to be disclosed pursuant to the requirements of the provisions under paragraphs 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.

b) NON-EXECUTIVE DIRECTOR

Mr. Xia Zhenbo (夏震波先生) (“**Mr. Xia ZB**”), is a non-executive Director will retire upon expiration of the term of his office at the AGM and will offer himself for re-election as a non-executive Director at the AGM. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholder at the AGM.

LETTER FROM THE BOARD

Biographical details of Mr. Xia ZB are as follows:

Mr. Xia ZB, aged 36, is currently a deputy Chairman and a non-executive Director of the Company. He graduated from the 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) (“**Zhejiang Yongli**”), the ultimate holding company of the Company. In July 2019, he joined Guizhou Yongli, the immediate holding company of the Company as a financial controller. As at the date of this document, Mr. Xia ZB is beneficially interested in 640,000 H Shares. Mr. Xia ZB has been appointed as a non-executive Director of the Company at the EGM held on 6 January 2022 and elected as a deputy Chairman of the Board on the same day.

The Company will enter into a service contract with Mr. Xia ZB. The term of office of Mr. Xia ZB shall be 3 years commencing upon approval by the Shareholders of his appointment at the AGM.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Xia ZB, as a non-executive Director for a period of 3 years effective from the date of AGM, and to authorise the Board to enter into a service contract with Mr. Xia ZB for a term of 3 years commencing from the date of AGM at an annual emolument of RMB50,000 plus a year-end discretionary bonus which were determined with reference to the existing service contracts entered into between the Company and the existing non-executive Director.

As at the Latest Practicable Date, save as disclosed above, to the best of knowledge, information and belief of the Board having made reasonable enquiry, (i) Mr. Xia ZB has not been a director of any other listed company in Hong Kong or overseas in the past 3 years, and had no prior relationship, business or otherwise, with the Company and its subsidiary; (ii) he has no relationship with any members of the Board, senior management, substantial Shareholders or controlling Shareholders of the Company and its subsidiary (as respectively defined in the GEM Listing Rules); (iii) he does not have or are not deemed to have interests in any shares or underlying shares of the Company (within the meaning of Part XV of the SFO); (iv) he does not hold any other position in the Company; and (v) he does not have any other major appointments and professional qualifications.

In relation to the appointment of Mr. Xia ZB as a non-executive Director, there is no information which is disclosable nor are/were they involved in any matters required to be disclosed pursuant to the requirements of the provisions under paragraphs 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

c) *INDEPENDENT NON-EXECUTIVE DIRECTORS*

Mr. Yu Weidong (余偉東先生) (“**Mr. Yu**”), Mr. Zhang Jianyong (章建勇先生) (formerly named Zhang Jianyong (章劍勇)) (“**Mr. Zhang**”) and Mr. Yuan Lingfeng (袁靈烽先生) (“**Mr. Yuan**”), are independent non-executive Directors will retire upon expiration of the term of their office at the AGM and will offer themselves for re-election as independent non-executive Directors at the AGM. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholder at the AGM.

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

Mr. Yu, aged 55, is currently an independent non-executive Director of the Company. He 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 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. He has been appointed as an independent non-executive Director of the Company at the EGM held on 30 July 2021.

Mr. Zhang, aged 57, is currently an independent non-executive Director of the Company. He 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). He has been appointed as an independent non-executive Director of the Company at the EGM held on 6 January 2022.

LETTER FROM THE BOARD

Mr. Yuan, aged 40, is currently an independent non-executive Director of the Company. He 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. He has been appointed as an independent non-executive Director of the Company at the EGM held on 30 July 2021.

The Company will enter into a letter of appointment with each of Mr. Yu, Mr. Zhang and Mr. Yuan. The term of office of each of Mr. Yu, Mr. Zhang and Mr. Yuan shall be 3 years commencing upon the approval by the Shareholders of their appointments at the AGM.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Yu, Mr. Zhang and Mr. Yuan as independent non-executive Directors for a period of 3 years effective from the date of the AGM, and to authorize the Board to enter into a letter of appointment with each of Mr. Yu, Mr. Zhang and Mr. Yuan for a term of 3 years commencing from the date of the AGM 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 Latest Practicable Date, save as disclosed above, to the best knowledge, information and belief of the Board having made reasonable enquiry, (i) each of Mr. Yu, Mr. Zhang and Mr. Yuan 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) they 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) they do not have any interests in the Shares (within the meaning of Part XV of the SFO); (iv) they do not hold any other position in the Company or any other members of the Group; and (v) they do not have any other major appointments and professional qualifications.

In relation to the appointments of Mr. Yu, Mr. Zhang and Mr. Yuan as independent non-executive Directors, each of Mr. Yu, Mr. Zhang and Mr. Yuan 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.

3. CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE

Following the resignation of Ms. He, she will also cease to be a member of the Nomination Committee. The Board proposes to elect Mr. Zhan as a member of the Nomination Committee. Such appointment will only become effective after obtaining approval of the Shareholders for his appointment as an executive Director at the AGM.

LETTER FROM THE BOARD

4. PROPOSED CHANGE OF SUPERVISORS

(i) Retirement of Supervisor

Mr. Chen Wei (“**Mr. Chen**”), a Supervisor will retire upon expiration of the term of his office until the expiry of the term of the second session of the Supervisory Committee and will not offer himself for re-election as a Supervisor at the employee representative general meeting of the Company. The Supervisory Committee proposes to elect Mr. Xia Hanjian (“**Mr. Xia HJ**”) as a Supervisor at the employee representative general meeting of the Company. Such appointment will only become effective after obtaining approval from the employee representative general meeting of the Company and does not require the Shareholders’ approval.

Biographical details of Mr. Xia HJ are as follows:

Xia Hanjian, aged 36, graduated from Zhejiang Lishui Vocational & Technical College* in 2009, majoring in electronic information engineering technology. He graduated from Zhejiang Sci-Tech University* in June 2020, majoring in business administration. He served as the sales manager of 北京世紀百強家具有限公司 (Beijing Century Beking Furniture Co., Ltd.*) from June 2009 to January 2011. Since April 2011, he has been working in the administrative department of the Company. His main work is the management of the personnel department, the maintenance and management of network information and general administration of the Company.

Mr. Xia HJ has not held any other directorships in any listed public companies in the last 3 years. Furthermore, save as disclosed in the biographical details above, Mr. Xia HJ does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and has no interests in the shares of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. Xia HJ shall be 3 years commencing upon the approval at the employee representative general meeting of the Company of his appointment until the expiry of the term of the second session of the Supervisory Committee.

The Board will be authorised to enter into a service contract with Mr. Xia HJ for a term of 3 years commencing from the date of the employee representative general meeting of the Company at an annual emolument of RMB36,000, which was determined with reference to the existing service contracts entered into between the Company and the existing Supervisors.

Save as disclosed herein, there are no other matters relating to Mr. Xia HJ that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to any of the requirement of Rule 17.50(2) of the GEM Listing Rules.

LETTER FROM THE BOARD

(ii) Proposed re-election of Supervisor

Mr. Pan Xing Biao (“**Mr. Pan**”), an independent Supervisor, will retire upon expiration of the term of his office at the AGM and will offer himself for re-election as an independent Supervisor at the AGM. Pursuant to the Articles, such appointment will only become effective after obtaining approval of the Shareholders at the AGM.

Biographical details of the proposed re-election of Supervisor are as follows:

Mr. Pan, aged 57, a certified public accountant and certified tax accountant. Mr. Pan graduated in Financial Accounting major from 浙江台州供銷學校 (Zhejiang Taizhou Supply and Marketing School*) in July 1985. He worked as the chief accountant of 紹興縣畜產品有限公司 (Shaoxing Livestock Product Co., Ltd.*) from August 1985 to April 1990, 紹興縣土特產有限公司 (Shaoxing Native Products Co., Ltd.*) from May 1990 to September 1991, 紹興縣供銷貿易有限公司 (Shaoxing Supply and Marketing Trade Co., Ltd.*) from October 1991 to December 1994 and 紹興縣化纖供應有限公司 (Shaoxing Chemical Fiber Supply Co., Ltd.*) from January 1995 to June 1997. He worked as a department head at 紹興縣第一稅務師事務所 (Shaoxing First Tax Accountant Office*) from July 1997 to December 1999 and has been a director of 紹興益地稅務師事務所 (Shaoxing Yidi Tax Accountant Office*) since January 2000. He was appointed as an independent Supervisor at the annual general meeting held on 18 May 2021.

The Company will enter into a service contract with Mr. Pan. The term of office of Mr. Pan shall be 3 years commencing upon the approval by the Shareholders of his appointment at the AGM until the expiry of the term of the second session of the Supervisory Committee.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Pan as an independent Supervisor, for a period of 3 years effective from the date of the AGM, and the Board will be authorised to enter into a service contract with Mr. Pan for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB12,000, which was determined with reference to the existing services contracts entered into between the Company and the existing Supervisors.

As at the Latest Practicable Date, save as disclosed above, to the best of knowledge, information and belief of the Board having made reasonable enquiry, (i) each of Mr. Xia HJ and Mr. Pan Xing Biao has not been a director of any other listed company in Hong Kong or overseas in the past 3 years, and had no prior relationship, business or otherwise, with the Company and its subsidiary; (ii) they have no 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) they do not have or are not deemed to have interests in any shares or underlying shares of the Company (within the meaning of Part XV of the SFO). In relation to the appointments of Mr. Xia HJ as a Supervisor and Mr. Pan Xing Biao as an independent Supervisor, there is no information which is discloseable nor are/were they involved in any matters required to be disclosed pursuant to the requirements of the provisions under paragraphs 17.50(2) 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

5. PROPOSED GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed by the Company to obtain Shareholders' approval for the grant of the General Mandate to the Directors to allot, issue and deal in additional H Shares and/or Domestic Shares representing up to 20% of the total number of the respective H Shares or Domestic Shares in issue as at the date of passing of the relevant resolution at the AGM. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Directors believe that it is in the best interests of the Company and its Shareholders to grant the General Mandate so as to give the Directors the flexibility to issue further H Shares and Domestic Shares.

Based on 475,500,000 H Shares and 588,000,000 Domestic Shares in issue as at the Latest Practicable Date and assuming there is no change to the number of issued H Shares and Domestic Shares prior to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 95,100,000 H Shares and 117,600,000 Domestic Shares if the General Mandate is granted at the AGM.

The General Mandate shall be effective from the date of passing of the relevant resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company; or
- (2) twelve months from the date of passing of this resolution; or
- (3) 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.

6. AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) proposed change of Directors; (ii) proposed change of Supervisors; and (iii) proposed grant of General Mandate to issue Shares. A reply slip and a form of proxy for use at the AGM 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 Xiwu Industrial Park, Hutang Street, 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

LETTER FROM THE BOARD

show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

7. 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.

8. RECOMMENDATION

The Directors consider that (i) proposed change of Directors; (ii) proposed change of Supervisors; and (iii) proposed grant of General Mandate to issue Shares are 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 AGM.

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

NOTICE OF ANNUAL GENERAL MEETING



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 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 Xiwu Industrial Park, Hutang Street, Keqiao Qu, Shaoxing, Zhejiang Province, the People’s Republic of China (the “**PRC**”) on Friday, 14 June 2024 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 2023 be and is hereby approved.”
2. “**THAT** the report of the supervisory committee of the Company for the year of 2023 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 2023 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 2024 and **THAT** Zhejiang Zhongxing Certified Public Accountants (Limited Liability Partnership) be and is hereby re-appointed as domestic auditors for the year ending 31 December 2024, and **THAT** the Board be and is hereby authorised to determine their remuneration and enter into the services contract with them.”
5. “**THAT** Mr. Zhan Fahui (“**Mr. Zhan**”) be and is hereby appointed as an executive director of the Company (“**Director(s)**”) for a period of 3 years effective from the date of the AGM and **THAT** the Board be and is hereby authorized to enter into a service contract with Mr. Zhan for a term of 3 years commencing from the date of the AGM at annual emolument of RMB50,000 plus a year-end discretionary bonus.”
6. “**THAT** Ms Zhou Youqin (“**Mr. Zhou**”) be and is hereby appointed as an executive Director for a period of 3 years effective from the date of the AGM and **THAT** the Board be and is hereby authorized to enter into a service contract with Ms. Zhou for a term of 3 years commencing from the date of the AGM at annual emolument of RMB50,000 plus a year-end discretionary bonus and will be paid by Zhejiang Yongli Industry Group Co., Ltd.*, the ultimate holding company of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** Mr. Lou Lijiang (“**Mr. Lou**”) be and is hereby appointed as an executive Director 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 service contract with Mr. Lou for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB50,000 plus a year-end discretionary bonus.”
8. “**THAT** Mr. Xia Zhenbo (“**Mr. Xia ZB**”) be and is hereby re-appointed as a non-executive Director 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 service contract with Mr. Xia ZB for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB50,000 plus a year-end discretionary bonus.”
9. “**THAT** Mr. Yu Weidong (“**Mr. Yu**”) be and is hereby re-appointed as an independent non-executive Director 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 Mr. Yu for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB50,000.”
10. “**THAT** Mr. Zhang Jianyong (“**Mr. Zhang**”) be and is hereby re-appointed as an independent non-executive Director 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 Mr. Zhang for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB50,000.”
11. “**THAT** Mr. Yuan Lingfeng (“**Mr. Yuan**”) be and is hereby re-appointed as an independent non-executive Director 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 Mr. Yuan for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB50,000.”
12. “**THAT** the appointment of Mr. Xia Hanjian (“**Mr. Xia HJ**”) as a supervisor of the Company for a period of 3 years effective from the date of the employee representatives general meeting of the Company be and is hereby confirmed and **THAT** the Board be and is hereby authorised to enter into a service contract with Mr. Xia HJ for a term of 3 years commencing from the date thereof at an annual emolument of RMB36,000 be and is hereby confirmed.”
13. “**THAT** Mr. Pan Xing Biao (“**Mr. Pan**”) be and is hereby appointed as an independent supervisor of the Company 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 service contract with Mr. Pan for a term of 3 years commencing from the date of the AGM at an annual emolument of RMB12,000.”

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTION

14. **“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

NOTICE OF ANNUAL GENERAL MEETING

- (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.*
Lou Lijiang
Chairman

Zhejiang, the PRC, 30 April 2024

Notes:

1. The H share registrar of shareholders of the Company (“**Company’s H Share Registrar**”) will be closed from 15 May 2024 to 4 June 2024 (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 14 June 2024 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 Tuesday, 14 May 2024.
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 Xiwu Industrial Park, Hutang Street, 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.

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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 Saturday, 25 May 2024. 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:

Xiwu Industrial Park, Hutang Street,
Keqiao Qu, Shaoxing, Zhejiang Province, the PRC
Tel: (86) 575-84570099
Fax: (86) 575-84576060
Contact person: Mr. Lou Lijiang
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. Lou Lijiang (chairman), Ms. He Lianfeng (chief executive officer) and Mr. Hu Hua Jun; the non-executive director is Mr. Xia Zhenbo (deputy chairman); and the independent non-executive Directors are Mr. Yue Weidong, Mr. Yuan Lingfeng and Mr. Zhang Jianyong.

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 website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the website of Company at <http://www.zj-yongan.com>.

* For identification purpose only