
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: 08211)

(1) PROPOSED CHANGE OF DIRECTOR;
(2) CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM 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 Monday, 25 November 2024 or any adjournment thereof is set out on pages 7 to 8 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 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 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-yonglong.com>.

* For identification purposes only

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 27 September 2024 in relation to, among others, the (i) proposed change of Director; and (ii) change of composition of the Remuneration Committee
“Articles”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of Director(s)
“Company”	浙江永安融通控股股份有限公司 (Zhejiang Yongan Rongtong Holdings Co., Ltd.*), a joint stock limited company incorporated in the PRC
“Chairman”	Chairman of the Board
“Chief Executive Officer”	chief executive officer of the Company
“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 Xiwu Industrial Park, Hutang Street, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC on Monday, 25 November 2024 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
“Latest Practicable Date”	7 October 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Legal Representative”	Legal representative of the Company
“PRC”	the 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
“Zhejiang Yongli”	Zhejiang Yongli Industrial Group Limited, company established in the PRC and the ultimate holding company of the Company

* *For identification purpose only*

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: 08211)

Board of Directors

Executive Directors:

Mr. Zhan Fahui (*Chairman*)
Ms. Zhou Youqin (*Chief Executive Officer*)
Mr. Lou Lijiang

Non-executive Director:

Mr. Xia Zhenbo (*Deputy Chairman*)

Independent non-executive Directors:

Mr. Yu 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

10 October 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF DIRECTOR;
(2) CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE;
AND
(3) 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 (i) proposed change of Director; (ii) change of composition of the Remuneration Committee and (iii) notice convening the EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF DIRECTOR

(i) Resignation of Director, Chairman, Legal Representative and member of the Remuneration Committee

As disclosed in the Announcement, the Board was informed by Mr. Lou Lijiang (婁利江先生) (“**Mr. Lou**”) that he would resign as an executive Director and a member of the Remuneration Committee due to his personal development, effective from the date of the EGM. Mr. Lou also resigned as Chairman and the Legal Representative, effective from 27 September 2024. In this regard, on the same day, the Board has redesignated Mr. Zhan Fahui (占發輝先生) (“**Mr. Zhan**”) who is currently an executive Director and Chief Executive Officer, from Chief Executive Officer to Chairman and elected Ms. Zhou Youqin (周幼琴女士) (“**Ms. Zhou**”) who is currently an executive Director, as Chief Executive Officer. Pursuant to the Articles, the Chairman shall also be the Legal Representative. Following the appointment of Mr. Zhan as Chairman, he will act as the Legal Representative accordingly.

Mr. Lou 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. Mr. Zhan and Ms. Zhou also confirmed that there are no matters relating to their redesignation as Chairman and Chief Executive Officer respectively, which need to be brought to the attention of the Shareholders.

(ii) Proposed appointment of Director

As disclosed in the Announcement, Mr. Jin Lei (金磊先生) (“**Mr. Jin**”) is proposed to be appointed as an 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. Jin are as follows:

Mr. Jin, aged 36, holds a master’s degree in National Economics and a bachelor’s degree in Economics from 北京信息科技大學 (Beijing Information Science & Technology University*). He is currently an officer in the Information Department and a secretary to the chairman of Zhejiang Yongli. Mr. Jin has been with Zhejiang Yongli since July 2015 and has worked as an office manager and assistant to the general manager for various subsidiaries of Zhejiang Yongli, including 浙江永和建材有限公司 (Zhejiang Yonghe Building Materials Co., Ltd.*), 浙江永洋建設有限公司 (Zhejiang Yongyang Construction Co., Ltd.*), 紹興市永洋房地產開發有限公司 (Shaoxing Yongyang Real Estate Development Co., Ltd.*), and 浙江永洋建材有限公司 (Zhejiang Yongyang Building Materials Co., Ltd.*). He is familiar with administrative and personnel management and information technology.

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

LETTER FROM THE BOARD

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

3. CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE

Following to the resignation of Mr. Lou, he will also cease to be a member of the Remuneration Committee. The Board proposes to elect Mr. Jin as a member of the Remuneration Committee. Such appointment will only become effective after obtaining approval of the Shareholders for his appointment as an executive Director at the EGM.

4. EGM AND PROXY ARRANGEMENT

A notice convening the EGM is set out on pages 7 to 8 of this circular. At the EGM, resolutions will be proposed to approve, inter alia, the proposed change of Director. 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 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.

LETTER FROM THE BOARD

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.

5. 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.

6. RECOMMENDATION

The Directors consider that the proposed change of Director 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.*
Zhan Fahui
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: 08211)

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 Xiwu Industrial Park, Hutang Street, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC, the People’s Republic of China (the “PRC”) at 10:00 a.m. on Monday, 25 November 2024 for the following purpose of considering and, if thought fit, passing with or without modifications or amendments, the following ordinary resolution:

1. **“THAT** Mr. Jin Lei (“**Mr. Jin**”) be and is hereby appointed as an executive director of the Company for a period of 3 years effective from the date of the EGM and **THAT** the board of director of the Company be and is hereby authorised to enter into a service contract with Mr. Jin 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.*
Zhan Fahui
Chairman

Zhejiang, the PRC, 10 October 2024

Notes:

1. The H share (“**H share**”) register of shareholders of the Company will be closed from 26 October 2024 to 25 November 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 25 November 2024 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 (“**H Share Registrar**”) at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 25 October 2024.
2. Any shareholder of H Shares and domestic shares of the Company (“**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.

NOTICE OF EGM

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 H Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong and for holders of Domestic Shares, to the Company’s legal address at Xiwu Industrial Park, Hutang Street, 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 5 November 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 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:

Xiwu Industrial Park, Hutang Street,
Keqiao Qu, Shaoxing, Zhejiang Province, the PRC
Postal Code: 312028
Tel: (86) 575-84387288
Fax: (86) 575-84576060
Contact person: Mr. Xia Hanjian
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. Zhan Fahui (Chairman), Ms. Zhou Youqin (Chief Executive Officer) and Mr. Lou Lijiang; the non-executive Director is Mr. Xia Zhenbo (Deputy Chairman); and the independent non-executive Directors are Mr. Yu 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 Company’s website at <http://www.zj-yongan.com>.

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