
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 RE-ELECTION OF DIRECTOR;
(2) PROPOSED GENERAL MANDATE TO ISSUE SHARES; AND
(3) NOTICE OF AGM**

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

A notice convening the AGM 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 Thursday, 11 June 2020 or any adjournment thereof is set out on pages 7 to 10 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 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

27 April 2020

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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. PROPOSED RE-ELECTION OF DIRECTOR	4
3. PROPOSED GENERAL MANDATE TO ISSUE SHARES	5
4. AGM AND PROXY ARRANGEMENT	6
5. RESPONSIBILITY STATEMENT	6
6. RECOMMENDATION	6
NOTICE OF AGM	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	an annual 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 Thursday, 11 June 2020 or any adjournment thereof
“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
“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
“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
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“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”	21 April 2020, 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
“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
“Shareholder Representative Supervisor(s)”	the shareholder representative supervisor(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

* 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: 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. Song Ke
Mr. Leng Peng
Mr. Zhu Weizhou

Legal address:

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

Place of business in Hong Kong:

Suites 06-12, 33rd Floor
Shui On Centre,
6-8 Harbour Road,
Wanchai,
Hong Kong

27 April 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTOR;
(2) PROPOSED GENERAL MANDATE TO ISSUE SHARES; AND
(3) NOTICE OF AGM**

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 re-election of Director; (ii) proposed grant of General Mandate to issue Shares; and (iii) the notice convening the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTOR

Mr. Song Ke (宋科先生) (“**Mr. Song**”) will retire upon expiration of his term of office. Mr. Song will offer himself for re-election as an independent non-executive Director at the AGM. Pursuant to the Articles, such appointment will only become effective after obtaining approval from the Shareholders at the AGM.

Biographical details of Mr. Song are as follows:

Mr. Song Ke (宋科先生) (“**Mr. Song**”), aged 37, is currently an independent non-executive Director of the Company. He has served as a deputy secretary of the party committee of the School of Finance of Renmin University of China since April 2019, as an assistant to the dean of The School of Finance of Renmin University of China from January 2018 to December 2019, as an assistant professor in the Faculty of Currency Finance of The School of Finance of Renmin University of China* (中國人民大學財政金融學院貨幣金融系) since September 2015, and as the council director and deputy director of the International Monetary Institute of Renmin University of China* (中國人民大學國際貨幣研究所) since January 2014. Mr. Song served as league secretary general of The School of Finance of Renmin University of China* (中國人民大學財政金融學院) from July 2004 to September 2009 and post-doctorate of School of Statistics of Renmin University of China* (中國人民大學統計學院) from July 2012 to July 2015, and he was assigned as deputy commissioner of the Banking Commission of the Guizhou People’s Government Finance Office* (貴州省政府金融辦銀行處) from November 2012 to December 2013. He graduated from The School of Finance of Renmin University of China (Beijing, China)* in July 2004, majoring in finance and obtained a bachelor’s degree in economics. He continued his master and doctoral studies at The School of Finance of Renmin University of China (Beijing, China)* from September 2006 to July 2012, and obtained a doctoral degree in economics. Mr. Song has been appointed as the independent supervisor of Bank of Zhengzhou Co., Ltd.* (鄭州銀行股份有限公司), whose shares are listed on the Stock Exchange (with stock code: 6196) and Shenzhen Stock Exchange (with stock code: 002936) respectively, since 19 May 2017. He has been appointed as independent non-executive director of Bank of Guizhou Co., Ltd.* (貴州銀行股份有限公司) since August 2018 (stock code: 6199). He has been appointed as an independent non-executive Director of the Company at the extra-ordinary general meeting held on 12 December 2017.

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

An ordinary resolution will be proposed at the AGM to re-elect Mr. Song as an independent 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. Song for a term of 3 years commencing from the date of AGM at an annual emolument of RMB100,000, which was determined with reference to the existing services contracts entered into between the Company and the existing independent non-executive Director.

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) Mr. Song 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 member of the Board, senior management, substantial shareholders or controlling shareholder 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 re-election of Mr. Song as an independent non-executive Director, Mr. Song 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. 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.

LETTER FROM THE BOARD

4. AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 7 to 10 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) proposed re-election of Director; and (ii) 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 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 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.

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 (i) proposed re-election of Director; and (ii) 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.*
Wang Hengzhuang
Chairman

NOTICE OF AGM



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 Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Thursday, 11 June 2020 at 10:00 a.m. for the following purpose of considering and, if thought fit, passing with or without modifications or amendments, the following resolutions:-

AS ORDINARY RESOLUTIONS

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

NOTICE OF AGM

AS SPECIAL RESOLUTION

6. “**THAT:**

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

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

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

NOTICE OF AGM

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

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

Zhejiang, the PRC, 27 April 2020

Notes:

1. The H share registrar of shareholders of the Company (“**Company’s H Share Registrar**”) will be closed from 12 May 2020 to 11 June 2020 (both days inclusive), during which period no transfer of H Shares will be effected. The shareholders of H Shares whose names appeared on the register of shareholders of the Company on Thursday, 11 June 2020 will be entitled to attend and vote at the AGM. In order to qualify for attendance and voting at the AGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company’s H Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 11 May 2020.
2. Any shareholder of H Shares and Domestic Shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote at the AGM on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a holder of H Shares or Domestic Shares.
3. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be delivered, for holders of H Shares, to the office of the Company’s H Share Registrar and for holders of Domestic Shares, to the Company’s legal address at Yangxun Qiao Town, Keqiao Qu, Shaoxing, Zhejiang Province, the PRC not less than 24 hours before the time for holding the AGM (or any adjourned meeting thereof) or 24 hours before the time appointed for taking the poll.
4. Holders of H Shares and Domestic Shares or their proxies shall produce their identity documents when attending the AGM.
5. Holders of H Shares and Domestic Shares who intend to attend the AGM shall complete and lodge the reply slip for attending the meeting at the Company’s H Share Registrar and the Company’s legal address, respectively on or before Friday, 22 May 2020. The reply slip may be delivered to the Company by hand, by post or by fax (at fax No.: (86) 575-84576060).

NOTICE OF AGM

6. The AGM is not expected to take more than half a day. Shareholders of the Company or their proxies attending the AGM shall bear their own traveling and accommodation expenses.

7. The legal address of the Company and the details of the secretarial office of the Board are as follows:-

Yangxun Qiao Town
Keqiao Qu, Shaoxing, Zhejiang Province, the PRC
Postal Code: 312028
Tel: (86) 575-84570099
Fax: (86) 575-84576060
Contact person: Mr. Hu Hua Jun

8. As required under the GEM Listing Rules, the above resolutions will be decided by way of poll.

As at the date of this notice, the executive Directors are Mr. Wang Hengzhuang (chairman), Ms. He Lianfeng (chief executive officer) and Mr. Hu Hua Jun; the non-executive director is Mr. Ma Jinsong (deputy chairman); and the independent non-executive Directors are Mr. Song Ke, Mr. Leng Peng and Mr. Zhu Waizhou.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at <http://www.zj-yongan.com>.

* For identification purpose only