

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

FANHUA INC.

(Name of Issuer)

ORDINARY SHARES

(Title of Class of Securities)

G2352K 108**

(CUSIP Number)

Sea Synergy Limited
c/o Yinan Hu
27/F, Pearl River Tower
No. 15 West Zhujiang Road
Guangzhou, Guangdong 510623
People's Republic of China
(86)(20) 83886888

Yinan Hu
27/F, Pearl River Tower
No. 15 West Zhujiang Road
Guangzhou, Guangdong 510623
People's Republic of China
(86)(20) 83886888

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

December 17, 2021

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing 20 ordinary shares. No CUSIP has been assigned to the ordinary shares.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Sea Synergy Limited		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 189,689,110 ordinary shares	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 189,689,110 ordinary shares	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 189,689,110 ordinary shares		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.7% ¹		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

¹ Based on 1,073,891,784 ordinary shares outstanding as of March 31, 2021 according to the Issuer's internal record.

1	NAMES OF REPORTING PERSONS Yinan Hu		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 199,739,310 ¹ ordinary shares	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 199,739,310 ¹	
	10	SHARED DISPOSITIVE POWER 0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 199,739,310 ordinary shares		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.6% ²		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

1 Includes (i) 10,041,200 ordinary shares in the form of American Depositary Shares directly held by Mr. Hu, and (ii) 189,698,110 ordinary shares directly held by Sea Synergy Limited.

2 Based on 1,073,891,784 ordinary shares outstanding as of March 31, 2021 according to the Issuer's internal record.

Item 1. Security and Issuer

This statement relates to the Ordinary Share, par value \$0.001 per share (“Ordinary Shares”), including Ordinary Shares represented by American Depositary Shares (“ADSs”, each representing 20 Ordinary Shares) of Fanhua Inc. (the “Issuer”). The Issuer’s ADSs are listed on the NASDAQ Global Select Market under the symbol “FANH.” The Issuer’s principal executive office is located at 22/F, Yin Hai Building, No. 299 Yanjiang Zhong Road, Guangzhou, 510110 Guangdong Province, People’s Republic of China.

Item 2. Identity and Background

This Schedule 13D is being filed jointly by Sea Synergy Limited (“Sea Synergy”) and Yinan Hu (“Mr. Hu”) (together, the “Reporting Persons”) pursuant to Rule 13d-1(k) promulgated by the SEC under Section 13 of the Securities Exchange Act of 1934. The Reporting Persons may, as among themselves, be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Exchange Act.

The agreement between the Reporting Persons relating to the joint filing of this statement is attached hereto as Exhibit 99.1. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information concerning the other Reporting Persons, except as otherwise provided in Rule 13d-1(k).

Sea Synergy is a holding company without any substantive operations. Sea Synergy is 100% held by a family trust, of which Mr. Hu is the settlor and co-beneficiary. Pursuant to Section 13(d) of the Exchange Act and the rules promulgated thereunder, Mr. Hu may be deemed to beneficially own all of the Ordinary Shares of the Issuer held by Sea Synergy. The registered address of Sea Synergy is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

Mr. Hu is a citizen of the People’s Republic of China and is chairman of the board of directors and chief executive officer of the Issuer. Mr. Hu’s business address is located at the principal office address of the Issuer.

Information relating to the ownership and control person of Sea Synergy is included in the footnotes to the beneficial ownership table in Item 5 below and in Exhibit 99.2 to this amend Schedule 13D. Mr. Hu is a sole director of Sea Synergy.

During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

A potential consortium led by Mr. Hu has proposed to acquire all of the outstanding Ordinary Shares (including Ordinary Shares represented by ADSs), other than Ordinary Shares held by the Reporting Persons and held by the Potential Consortium Members (as defined below) (collectively, the “Excluded Shares”), for cash consideration equal to \$9.8 per ADS, or \$0.49 per Ordinary Share in a going private transaction, (the “Proposed Transaction”), subject to certain conditions.

Mr. Yinan Hu will form an acquisition vehicle for the purpose of implementing the Proposed Transaction, which may admit other existing shareholders of the Company and equity investors as consortium members (the “Potential Consortium Members”) and the acquisition is intended to be financed by a combination of debt and/or equity capital from the Potential Consortium Members.

The information set forth in or incorporated by reference in Items 4 and 5 of this statement is incorporated by reference in its entirety into this Item 3.

Item 4. Purpose of Transaction

On December 16, 2021, a consortium led by Mr. Yinan Hu submitted the Proposal to the Issuer’s Board of Directors.

The description of the Proposal in this Item 4 is qualified in its entirety by reference to the complete text of the Proposal, which has been filed as Exhibit 99.3 to this Schedule 13D and which is incorporated by reference in its entirety into this Item 4.

To implement the Proposal, the Reporting Persons intend to incorporate a new company (“Holdco”), which may admit other existing shareholders of the Company and equity investors as consortium members (the “Potential Consortium Members”). The Reporting Persons and the Potential Consortium Members propose to acquire all of the Issuer’s Ordinary Shares (including Ordinary Shares represented by ADSs), excluding the Excluded Shares, for cash consideration equal to \$9.8 per ADS, or \$0.49 per Ordinary Share. As noted in the Proposal, the Reporting Persons expect that the independent members of the board of directors of the Issuer will proceed to consider the Proposal and the Proposed Transaction.

Neither the Issuer nor any of the Reporting Persons, the Potential Consortium Members are obligated to complete the Proposed Transaction, and a binding commitment with respect to the Proposed Transaction will result only from the execution of definitive documents, and then will be on the terms provided in such documentation.

If the Proposed Transaction is completed, the ADSs would be delisted from the NASDAQ Global Select Market, and the Issuer's obligation to file periodic reports under the Exchange Act would terminate. In addition, consummation of the Proposed Transaction could result in one or more of the actions specified in clauses (a)-(j) of Item 4 of Schedule 13D, including the acquisition or disposition of securities of the Issuer, a merger or other extraordinary transaction involving the Issuer, a change to the board of directors of the Issuer (as the surviving company in the merger) to consist solely of persons to be designated by Kingsford Resources, the Sponsor and the Existing Investor, and a change in the Issuer's memorandum and articles of association to reflect that the Issuer would become a privately held company.

Item 5. Interest in Securities of the Company

(a), (b) The following table sets forth the beneficial ownership of Ordinary Shares of the Issuer for each of the Reporting Persons.

Name	Amount Beneficially Owned(1)	Percentage of Class(2)	Number of Shares as to which Such Person has:			
			Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
Sea Synergy (3)	189,689,110	17.7%	189,689,110	0	189,689,110	0
Yinan Hu(4)	199,739,310	18.6%	199,739,310	0	199,739,310	0

- (1) Beneficial ownership is determined in accordance with Rule 13d-3 of the General Rules and Regulations under the Exchange Act and includes voting or investment power with respect to the securities.
- (2) Percentage of beneficial ownership of each listed person is based on 1,073,891,784 Ordinary Shares outstanding as of March 31, 2021.
- (3) Includes 189,698,110 Ordinary Shares directly held by Sea Synergy.
- (4) Includes (i) 10,041,200 Ordinary Shares in the form of ADSs directly held by Mr. Hu, and (ii) 189,698,110 Ordinary Shares directly held by Sea Synergy. Sea Synergy is 100% held by a family trust, of which Mr. Hu is the settlor and co-beneficiary. Pursuant to Section 13(d) of the Exchange Act and the rules promulgated thereunder, Mr. Hu may be deemed to beneficially own all of the Ordinary Shares of the Issuer held by Sea Synergy.

As noted in Item 1, except as expressly otherwise set forth in this statement, the Reporting Persons disclaim beneficial ownership of any Ordinary Shares beneficially owned by any other Reporting Person or any other person except to the extent they have pecuniary interests therein.

(c) During the 60 days preceding the filing of this Schedule 13D, none of the Reporting Persons and, to their knowledge, none of the director and officer of Sea Synergy has effected any other transactions in the Ordinary Shares.

(d) To the best knowledge of the Reporting Persons, except for the agreements described in this Schedule 13D, no one other than the Reporting Persons, or the holders of interests in the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares or ADSs.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings, or Relationships with respect to Securities of the Company

Other than the delivery of the Proposal to the Issuer's board of directors, no consortium agreement has been made as of the date of this filing.

Item 7. Material to Be Filed as Exhibits

Exhibit 99.1: [Joint Filing Agreement dated December 17, 2021, by and among the Reporting Persons](#)

Exhibit 99.2: [List of directors and executive officers of \(i\) Sea Synergy \(filed herewith\)](#)

Exhibit 99.3: [Proposal to Issuer dated December 16, 2021](#)

Signatures

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 27, 2021

SEA SYNERGY LIMITED

By: /s/ Yinan Hu

Name: Yinan Hu

Title: Director

YINAN HU

/s/ Yinan Hu

[Signature Page to Schedule 13D Amendment]

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, each of the undersigned parties hereby agrees to file jointly the statement on Schedule 13D (including any amendments thereto) with respect to the Ordinary Shares, par value \$0.001 per share, of Fanhua Inc.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning another party unless such party knows or has reason to believe such information is inaccurate. It is understood and agreed that a copy of this agreement shall be attached as an exhibit to the statement on Schedule 13D, and any amendments thereto, filed on behalf of the parties hereto.

This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

Signature Page

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of December 17, 2021.

SEA SYNERGY

By: /s/ Yinan Hu

Name: Yinan Hu

Title: Director

YINAN HU

/s/ Yinan Hu

[Signature Page to Joint Filing Agreement]

DIRECTORS AND EXECUTIVE OFFICERS OF SEA SYNERGY LIMITED
PERSONS CONTROLLING SEA SYNERGY LIMITED

The name, business address, present principal employment and citizenship of the sole director of Sea Synergy Limited are set forth below.

Name	Business Address	Present Principal Employment	Citizenship
Yinan Hu	27/F, Pearl River Tower No. 15 West Zhujiang Road Guangzhou, Guangdong 510623 People's Republic of China	Chairman of Board of Directors and Chief Executive Officer of Fanhua Inc.	China

Sea Synergy is 100% held by a family trust, of which Mr. Hu is the settlor and co-beneficiary. Mr. Hu is the sole director of Sea Synergy Limited. (See above for the information on Mr. Yinan Hu.)

December 16, 2021

The Board of Directors

Fanhua Inc.

27/F, Pearl River Tower, No. 15 West Zhujiang Road

Guangzhou, Guangdong 510623

People's Republic of China

Dear Sirs:

I, Mr. Yinan Hu ("**Mr. Hu**"), founder and a director of Fanhua Inc. (the "**Company**"), am pleased to submit this preliminary non-binding proposal (the "**Proposal**") to acquire all outstanding ordinary shares of the Company that are not already owned by a consortium led by me on the principal terms and conditions described in this letter (the "**Transaction**").

I believe that the Proposal provides a very attractive opportunity to the Company's shareholders. The Proposal represents a premium of 10.2% to the closing price of the Company's American depositary shares ("**ADSs**," each representing 20 ordinary shares of the Company) on December 15, 2021.

Set forth below are the key terms of the Proposal.

1. **Consortium.** I, together with my affiliates, hold 18.6% of the ordinary shares of the Company. I will form an acquisition vehicle for the purpose of implementing the Transaction, which may admit other existing shareholders of the Company and equity investors as consortium members (the "**Potential Consortium Members**"). Please note that I am currently interested only in pursuing the Transaction and I am not interested in selling my shares in any other transaction involving the Company.
2. **Transaction and Purchase Price.** I propose to acquire all of the outstanding ordinary shares of the Company and ADSs not already beneficially owned by me at a purchase price equal to US\$0.49 per ordinary share, or US\$9.8 per ADS, as the case may be, in cash.
3. **Financing.** I intend to finance the Transaction with a combination of debt and/or equity capital. Equity financing will be provided by me and the Potential Consortium Members, in the form of cash and rollover equity in the Company. Debt financing is expected to be provided by loans from third party financial institutions. I am confident that I can timely secure adequate financing to consummate the Transaction.
4. **Due Diligence.** I believe that I and the Potential Consortium Members will be in a position to complete customary due diligence for the Transaction in a timely manner and in parallel with discussions on definitive agreements.
5. **Process.** I believe that the Transaction will provide superior value to the Company's public shareholders. I recognize of course that the board of directors of the Company will evaluate the Transaction independently before it can make its determination whether to endorse it. Given my involvement in the Transaction, I expect that the independent members of the board of directors will proceed to consider the Proposal and the Transaction.
6. **Confidentiality.** I will, as required by law, promptly file a Schedule 13D with the Securities and Exchange Commission to disclose this letter. I am sure you will agree, however, that it is in all of our interests to ensure that we otherwise proceed in a strictly confidential manner, unless otherwise required by law, until we have executed definitive agreements or terminated our discussions.
7. **No Binding Commitment.** This Proposal is not a binding offer, agreement or agreement to make a binding offer or agreement at any point in the future. This letter is a preliminary indication of interest of mine and does not contain all matters upon which agreement must be reached in order to consummate the proposed Transaction, nor does it create any binding rights or obligations in favor of any person. The parties will be bound only upon the execution of mutually agreeable definitive documentation.
8. **Governing Law.** This letter shall be governed by, and construed in accordance with, the internal laws of the State of New York.

In closing, I would like to express my commitment to bring this Transaction to a successful and timely conclusion. Should you have any questions regarding this Proposal, please do not hesitate to contact me. I look forward to hearing from you.

* * *

YINAN HU

/s/ Yinan Hu