

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 a stockbroker, a licensed securities dealer or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in FY Financial (Shenzhen) Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy and the reply slip, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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FY FINANCIAL (SHENZHEN) CO., LTD.
富銀融資租賃(深圳)股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8452)

WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2022
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2022
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2022
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022
FINANCIAL BUDGET PLAN FOR THE YEAR 2023
ANNUAL REPORT FOR THE YEAR 2022
APPOINTMENT OF EXTERNAL AUDITOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

Terms used in the cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

Notices convening the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting to be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Tuesday, 20 June 2023 at 10:00 a.m., 10:30 a.m. (or as soon as the AGM to be convened on the same date and at the same place at 10:00 a.m. shall conclude or adjourn) and 11:00 a.m. (or as soon as the Domestic and Unlisted Foreign Shareholders Class Meeting to be convened on the same date and at the same place at 10:30 a.m. shall conclude or adjourn) respectively are set out on pages 22 to 28 of this circular. A form of proxy for use at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting is also enclosed. Such form of proxy is also published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.fyleasing.com).

Shareholders who intend to appoint a proxy to attend the AGM or the Class Meetings shall complete the form of proxy in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the Company's head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the relevant meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the relevant meetings or any adjournment thereof (as the case may be) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

11 May 2023

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 20 June 2023
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Class Meetings”	the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Domestic and Unlisted Foreign Shareholders Class Meeting”	the class meeting of Domestic Shareholders and Unlisted Foreign Shareholders to be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Tuesday, 20 June 2023 at 10:30 a.m. (or as soon as the AGM to be convened on the same date and at the same place at 10:00 a.m. shall conclude or adjourn), to consider and if appropriate, to approve, the resolutions contained in the notice of the class meeting of holders of Domestic Shares and Unlisted Foreign Shares which is set out on pages 25 to 26 of this circular, or any adjournment thereof
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and fully paid up in RMB by PRC natural persons or entities established under the laws of the PRC and are Shares currently not listed or traded on any stock exchange
“Domestic Shareholders”	holder(s) of Domestic Share(s)
“GEM”	GEM operated by the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and are listed on GEM
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company in Hong Kong
“H Shareholder(s)”	holder(s) of the H Shares
“H Shareholders Class Meeting”	the class meeting of H Shareholders to be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Tuesday, 20 June 2023 at 11:00 a.m. (or as soon as the Domestic and Unlisted Foreign Shareholders Class Meeting to be convened on the same date and at the same place at 10:30 a.m. shall conclude or adjourn), to consider and if appropriate, to approve, the resolutions contained in the notice of the class meeting of holders of H Shares which is set out on pages 27 to 28 of this circular, or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	as defined in the paragraph headed “10. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION” in the Letter from the Board in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) with nominal value of RMB1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SHINEWING”	SHINEWING (HK) CPA Limited

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“Unlisted Foreign Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in a currency other than RMB by persons other than PRC natural persons or entities established under the laws of the PRC and are Shares currently not listed or traded on any stock exchange
“Unlisted Foreign Shareholder(s)”	holder(s) of Unlisted Foreign Shares
“%”	per cent

LETTER FROM THE BOARD

FY FINANCIAL (SHENZHEN) CO., LTD.
富銀融資租賃(深圳)股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8452)

Executive Directors:

Mr. Li Peng (李鵬)
Mr. Weng Jianxing (翁建興)
Ms. Gong Xiaoting (貢曉婷)

Non-executive Directors:

Mr. Peng Qilei (彭期磊)
Ms. Liu Jing (劉敬)

Independent non-executive Directors:

Mr. Fung Che Wai Anthony (馮志偉)
Mr. Hon Leung (韓亮)
Mr. Liu Shengwen (劉升文)

Head office in the PRC:

Room 1603, Cheung Kei Building
No. 128 Xinzhou 11th Street
Futian District
Shenzhen
PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

11 May 2023

To the Shareholders

Dear Sir/Madam,

WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2022
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2022
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2022
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022
FINANCIAL BUDGET PLAN FOR THE YEAR 2023
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APPOINTMENT OF EXTERNAL AUDITOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETING

1. INTRODUCTION

The purpose of this circular is to give the notice of AGM and the Class Meetings and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the AGM and the Class Meetings.

LETTER FROM THE BOARD

2. MATTERS TO BE RESOLVED AT THE AGM

Ordinary resolutions to be approved by the Shareholders at the AGM include:

- (1) Work Report of the Board of Directors for the year 2022
- (2) Work Report of the Supervisory Committee for the year 2022
- (3) Final financial accounts for the year 2022
- (4) Profit distribution plan for the year 2022
- (5) Financial budget plan for the year 2023
- (6) Annual report for the year 2022
- (7) Appointment of SHINEWING as the external auditor of the Company for the year 2023

Special resolution to be approved by the Shareholders at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting respectively includes:

- (8) Proposed amendments to the Articles of Association

3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year 2022. The full text of the work report of the Board of Directors for the year 2022 is set out in the section headed "Report of the Directors" of the annual report of the Company for the year 2022, which was despatched to the Shareholders on 31 March 2023.

4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2022. The full text of the work report of the Supervisory Committee for the year 2022 is set out in the section headed "Report of the Supervisory Committee" of the annual report of the Company for the year 2022, which was despatched to the Shareholders on 31 March 2023.

LETTER FROM THE BOARD

5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the final financial accounts of the Company for the year 2022. The full text of the final financial accounts for the year 2022 is set out in the annual results announcement of the Company for the year 2022 published by the Company on 30 March 2023 and the annual report of the Company for the year 2022, the latter of which was despatched to the Shareholders on 31 March 2023.

6. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2022

To guarantee the Company's sustained, stable and healthy development, enhance its ability to resist risks, and better safeguard the long-term interests of all Shareholders, an ordinary resolution will be proposed at the AGM to consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2022.

7. FINANCIAL BUDGET PLAN FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2023.

The Company plans to control the total operating expenses and capital expenses for the year 2023 at approximately RMB31.92 million and RMB12.46 million, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2023. The actual expenditures shall be based on the actual prices charged and the prevailing market conditions at the relevant time.

8. ANNUAL REPORT FOR THE YEAR 2022

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2022.

9. APPOINTMENT OF EXTERNAL AUDITOR

Reference is made to the Company's announcement dated 9 May 2023 regarding the change of auditor. On 9 May 2023, the Board resolved not to renew the engagement of BDO Limited. With the recommendation from the audit committee of the Company, the Board has proposed the appointment of SHINEWING as the new auditor of the Company following the retirement of BDO Limited. An ordinary resolution will be proposed at the AGM to approve the appointment of SHINEWING as the external auditor of the Company for a term of office until the conclusion of the next annual general meeting of the Company, and authorise the Board to determine its audit fees.

LETTER FROM THE BOARD

10. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 9 May 2023 regarding the proposed amendments to the Articles of Association. In order to reflect and align with the new requirements under the amendments to the GEM Listing Rules in relation to the shareholder protection standards as set out in Appendix 3 to the GEM Listing Rules and incorporate other consequential and housekeeping amendments, the Board proposed to amend 17 articles and delete 6 articles (the “**Proposed Amendments**”) to the Articles of Association as follows:

- (i) to amend Article 1, Article 24, Article 34, Article 37, Article 59, Article 66, Article 72, Article 81, Article 83, Article 98, Article 99, Article 109, Article 113, Article 117, Article 122, Article 153 and Article 233; and
- (ii) to delete Articles 154 to 159.

Article numberings shall be adjusted accordingly as a result of the Proposed Amendments.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting respectively. Prior to the passing of the relevant resolution at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting, the prevailing Articles of Association shall remain valid. Save for the Proposed Amendments, contents of the other provisions of the Articles of Association remain unchanged.

The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

Details of the Proposed Amendments are set out in Appendix I to this circular.

11. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the AGM and the Class Meetings shall be voted by poll. Votes may be given either personally or by proxy.

LETTER FROM THE BOARD

12. RECOMMENDATION

The Board considers that the resolutions to be proposed at the AGM and the Class Meetings are in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends you to vote in favour of all the resolutions at the AGM and the Class Meetings.

13. AGM AND CLASS MEETINGS

Notices convening the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting to be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Tuesday, 20 June 2023 at 10:00 a.m., 10:30 a.m. (or as soon as the AGM to be convened on the same date and at the same place at 10:00 a.m. shall conclude or adjourn) and 11:00 a.m. (or as soon as the Domestic and Unlisted Foreign Shareholders Class Meeting to be convened on the same date and at the same place at 10:30 a.m. shall conclude or adjourn) respectively are set out on pages 22 to 28 of this circular. A form of proxy for use at each of the AGM and the Class Meetings is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fyleasing.com).

Shareholders who intend to appoint a proxy to attend the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting shall complete the form of proxy in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the Company's head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the respective meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the respective meetings or any adjournment thereof (as the case may be) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

14. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting, the transfer books and register of members of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no Share transfers will be registered. In order to be eligible to attend and vote at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting, all transfer documents of Shares accompanied by the relevant share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or the Company's head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) for registration not later than 4:30 p.m. on Wednesday, 31 May 2023.

Shareholders whose names appear on the register of members of the Company after the close of business on Wednesday, 31 May 2023 are entitled to attend and vote at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting.

Yours faithfully
By order of the Board
FY Financial (Shenzhen) Co., Ltd.
Li Peng
Chairman

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are set out as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (~~revised in 2013~~) (中華人民共和國公司法) (~~2013 修正~~)(the "Company Law"), Securities Law of the People's Republic of China (中華人民共和國證券法) (the "Securities Law"), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the "Special Provisions"), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the "Mandatory Provisions"), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函), Rules Governing the Listing of Securities on the ~~GEM Growth Enterprise Market~~ of The Stock Exchange of Hong Kong Limited (the "Stock Exchange Listing Rules") and other relevant provisions, and by reference to the Guidelines for the Articles of Association of Listed Companies (上市公司章程指引) to safeguard the legitimate rights and interests of FY Financial (Shenzhen) Co., Ltd. (the "Company"), its shareholders and creditors, and to regulate the organization and activities of the Company.

Article 24 Under the following circumstances, the Company may repurchase its shares in accordance with laws, administrative regulations, departmental rules and the Articles of Association:

- (I) to reduce its registered capital;
- (II) to merge with another company that holds its shares;
- (III) to use the Shares for the employee stock ownership schemes or equity incentive;
- (IIIIV) to purchase its own shares from its shareholders who are against the resolution regarding the merger or demerger with another company in a shareholders' general meeting;
- (V) to use the Shares for conversion into convertible corporate bonds issued by the Company;
- (IVVI) to be required for the Company to protect the value of the Company and the interests of its shareholders;
- (VVI) other circumstances as permitted by laws and administrative regulations.

~~The Company shall not engage in trading of its shares save for the circumstances specified above.~~The Company shall not acquire its own shares unless provided in the aforesaid circumstances. In the event that the Company repurchases its own shares according to this Article, the procedure, proportion and method of repurchase and disposal of repurchased shares shall be in compliance with the requirements of relevant laws, administrative regulations and the listing rules of the places where the shares of the Company are listed.

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

~~Where the Company purchases its own shares for the purposes of item (I) to item (III) above, it shall obtain approval at the shareholders' general meeting. Following the acquisition of its shares in accordance with the foregoing, such shares shall be cancelled within ten (10) days from the date of acquisition in the case of item (I) and transferred or cancelled within six (6) months in the case of items (II) and (IV) above. The nominal value of such Shares which have been cancelled shall be reduced from the registered capital of the Company, and the Company shall promptly apply for registration with the original company registration authorities of the change of registered capital of the Company. Shares acquired by the Company for the purpose of item (III) shall not exceed 5% of the total number of issued shares of the Company. Such acquisition shall be financed by funds appropriated from the profit after tax of the Company, and the shares so acquired shall be transferred to the employees of the Company within one (1) year. Where the Company purchases its own shares for the purposes of items (I) and (II) of Article 24 hereof, it shall obtain approval at the shareholders' general meeting. Where the Company purchases its own shares for the purposes of items (III), (V) and (VI) of Article 24 hereof, it shall obtain approval at the Board meeting with two-thirds or more of the Directors present under the authorization of the shareholders' general meeting.~~

Following the acquisition of its shares in accordance with the Articles of Association, such shares shall be cancelled within 10 days from the date of acquisition in the case of item (I) of Article 24 hereof and transferred or cancelled within 6 months in the case of items (II) and (IV) of Article 24 hereof. In the case of items (III), (V) and (VI) of Article 24 hereof, the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years.

Where the Company purchases its own shares for the purposes of items (III), (V) and (VI) of Article 24 hereof, it shall do so through public centralized trading.

Where the Company repurchases its own shares, it shall comply with its disclosure obligations in accordance with the law.

After the cancellation of the repurchased shares in accordance with the law, the Company shall apply for registration with the original company registration authorities of the change of registered capital and make relevant announcements. The nominal value of such Shares which have been cancelled shall be reduced from the registered capital of the Company.

Article 34 The Company may, in accordance with the mutual understanding and agreements made between the CSRC and overseas securities regulatory organizations, maintain the register of shareholders of overseas-listed foreign shares overseas and appoint overseas agent(s) to manage such share register. The original share register for holders of H Shares shall be maintained in Hong Kong and the Hong Kong branch register of shareholders must be available for inspection by shareholders.

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

A duplicate of the register of shareholders for holders of overseas-listed foreign shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.

If there is any inconsistency between the original and the duplicate register of shareholders for holders of overseas-listed foreign shares, the original register of shareholders shall prevail.

Article 37 The Company is permitted to close its register of shareholders on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Where laws and regulations and the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the company secretary to the applicant to specify the approval authority and duration of the abovementioned period of closure, and the closed period shall not exceed in the whole 30 days in each year.

Article 59 The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers:

- (I) to decide on the Company's operational policies and investment plans;
- (II) to elect or replace the Directors and Supervisors (who are not staff representatives) and to decide on matters relating to the remuneration of Directors and Supervisors;
- (III) to examine and approve reports of the Board;
- (IV) to examine and approve reports of the supervisory committee;
- (V) to examine and approve the proposed annual financial budget and final accounts of the Company;
- (VI) to examine and approve the Company's proposals for profit distribution and recovery of losses;
- (VII) to decide on any increase or reduction of registered capital of the Company;
- (VIII) to decide on the issue of bonds by the Company;
- (IX) to decide on merger, division, dissolution, voluntary winding-up, liquidation or change of nature of the Company;
- (X) to amend The Articles of Association;
- (XI) to consider and approve motions raised by shareholders individually or jointly holding more than 3% of the Company's shares with voting rights;

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

- (XII) to determine the appointment, dismissal or non-renewal of accounting firms by the Company;
- (XIII) to consider and approve the external guarantees requiring the approval of the shareholders' general meetings;
- (XIV) to consider matters relating to the purchases and disposals of material assets, which are more than 25% of the latest audited total assets of the Company, within one year;
- (XV) to consider share incentive schemes and employee stock ownership plans;
- (XVI) to consider other matters required to be resolved by the shareholders' general meetings as prescribed by laws, administrative regulations, departmental regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association;
- (XVII) to consider and approve material transactions and connected transactions which shall be submitted to the shareholders' general meetings for consideration in accordance with laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (XVIII) to consider and approve the change of use of proceeds.
- ~~(XI) to determine the appointment or dismissal of accounting firms by the Company;~~
- ~~(XII) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;~~
- ~~(XIII) to consider the material equity investment, bond investment, asset acquisition, asset disposal, write off of assets and external guarantee that shall be approved by the shareholders' general meeting as prescribed by laws, regulations and relevant provisions of the listing rules of the place where the shares are listed; and~~
- ~~(XIV) to consider other matters required to be resolved by the shareholders' general meeting as prescribed by laws, administrative regulations, department regulations, or the Articles of Association.~~

If the laws, administrative regulations, departmental regulations or the listing rules of the stock exchange where the shares of the Company are listed provide otherwise on the matters to be considered and the standard related to the matters to be considered, it shall prevail. The shareholders at shareholders' general meetings may authorize or entrust the Board to handle the matters authorized or entrusted thereby, provided that the laws, regulations, and mandatory requirements under the listing rules of the place where the shares are listed are not violated.

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 66 Shareholders individually or jointly holding more than 10% of shares of the Company with voting rights are entitled to request the board of directors in writing to convene an extraordinary general meeting and add resolutions to a meeting agenda. The board of directors shall, in accordance with the requirements of laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the request.

If the board of directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within 5 days upon after the date of the resolution of the board of directors. Any changes made to the original proposal in the notice shall be agreed by the relevant shareholders.

If the board of directors disagrees to convene the extraordinary general meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or jointly holding more than 10% of the shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting.

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within 5 days upon receipt of the proposal. Any changes made to the original proposals in the notice shall be agreed by the relevant shareholders.

If the Supervisory Committee does not issue the notice of general meeting within the prescribed period, it shall be deemed as the Supervisory Committee not convening and not holding the shareholders' general meeting. Then the shareholders individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.

Article 72 Where a shareholders' annual general meeting is convened by the Company, it shall issue a written notice ~~21~~at least 20 clear business days prior to the meeting and when the Company convenes an extraordinary general meeting, notice of the meeting shall be given ~~at least 10 clear business days or 15 clear days (whichever is longer)~~ before the date of the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting.

For the purpose of determining the period of notice, neither the date on which the meeting is convened nor the date on which the notice is issued shall be included.

Article 81 Any shareholder shall be entitled to speak and vote at the shareholders' general meeting, except where a member is required by the Stock Exchange Listing Rules to abstain from voting in respect of individual matter. Any shareholder entitled to attend, speak and vote at a shareholders' general meeting (including clearing companies) shall have the rights to appoint one or more persons (such persons may not be shareholders) as his proxies to attend and vote on his behalf, and the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:

- (I) the shareholder's rights to speak at the shareholders' general meeting;

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

- (II) the rights to demand by himself or jointly with others in voting by way of poll;
- (III) the rights to vote by a show of hands or on a poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights on a poll.

If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, it may authorize one or more proxy(ies) as it thinks fit to act as its proxy(ies) or corporate representative(s) at any shareholders' general meeting or class meeting of shareholders. ~~However, if~~ If more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies or corporate representative(s) may attend meeting on behalf of the recognized clearing house or its agent (without presentation of evidence of its shareholding, notarized authorization and/or any further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, including without limitation the right to speak and vote as if they are the individual shareholders of the Company.

Article 83 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

Where the ~~principal~~ shareholder is a corporate, its legal representative or the person authorized by resolution of its board of directors or any other decision-making body shall be entitled to attend, speak and vote at the shareholders' general meeting of the Company as the representative of such corporate and the shareholder so represented shall be treated as being present in person at the meeting.

Article 98 The following matters shall be passed by way of an ordinary resolution at a shareholders' general meeting:

- (I) work reports of the Board and the supervisory committee;
- (II) profit distribution plan and loss recovery plan formulated by the Board;
- (III) appointment and removal of Directors and non-employee representative Supervisors, and remuneration of Directors and Supervisors and method of payment thereof;

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

- (IV) proposed annual preliminary financial budgets and final account proposals of the Company;
- (V) balance sheets, statement of income and other financial statements of the Company;
- (VI) appointment, dismissal or refraining from the re-appointment, and remuneration of an accounting firm;
- (VII) matters other than those requiring the approval by way of special resolutions in accordance with the laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association.

Article 99 The following matters shall be passed by way of a special resolution at a shareholders' general meeting:

- (I) increase or reduction of the registered capital and the issuance of any kinds of shares, share warrants and other similar securities by the Company;
- (II) issuance of corporate bonds;
- (III) division, merger, dissolution, voluntary winding-up and liquidation of the Company;
- (IV) amendment to the Articles of Association;
- (V) repurchase of the Company's share;
- (VI) Share Incentive Scheme;
- (VII) other matters required by laws, administrative regulations, listing rules of the place where the shares of the Company are listed or the Articles of Association and those that the shareholders' general meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.

Article 109 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the shareholders' general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 111 to 115 (the minimum quorum for a class meeting shall be at least one-third of the shareholders of that class).

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 113 When the Company is to hold a class meeting, a notice shall be given at ~~at least 20 clear business days~~ before the date of the annual general meeting and ~~at least 10 clear business days or 15 days (whichever is longer)~~ before the date of the extraordinary general meeting to notify all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.

Article 117 Directors shall be elected or changed at the shareholders' general meeting and serve a term of 3 years. A Director may serve consecutive terms if re-elected upon the expiry of his/her term.

The Board may appoint a director to fill a casual vacancy on the Board or as an addition to the Board, and any person appointed by the Board to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first annual general meeting after his/her appointment and shall be eligible for re-election.

List of candidates for Directors and Supervisors shall be proposed to the shareholders' general meeting in form of a proposal. With respect to the proposal for election of Directors and Supervisory shall be made separately at the shareholders' general meeting.

The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director and during which notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days, which will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 day prior to the date of such meeting. The Board shall disclose the detailed information of a candidate for a Director before the convening of shareholders' general meeting to ensure shareholders have sufficient knowledge of such candidate.

The term of a Director shall be calculated from the date upon which the relevant resolution is passed at the general meeting to the expiry of the current Board. If the term of office of a Director expires but re-election is not made responsively, the said Director shall continue fulfilling the duties as a Director pursuant to laws, administrative regulations, departmental rules and Articles of Association until a new Director is elected.

Subject to compliance with relevant laws and administrative regulations, a Director whose term of office has not expired may be dismissed at the shareholders' general meeting by way of an ordinary resolution, provided that claims which may be raised under any contract shall not be affected.

Managers and other senior management may hold a concurrent post as a Director. A Director does not need to hold shares of the Company.

Article 122 A Director may resign before expiry of his/her term of service. When a Director resigns, he/she shall submit a written resignation notice to the Board.

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Any person appointed by the Board to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first annual general meeting of the issuer after his/her appointment, and can offer himself/herself for re-election and re-appointment. If a Director resigns during his/her term of office, a Director shall be appointed by the current Board to fill the casual vacancy for a term ending at next shareholders' general meeting of the Company and can offer himself/herself for re-election and re-appointment.

If the number of Directors in the Board of the Company falls below the minimum statutory requirement or as required under the Articles of Association due to a Director's resignation, the former Director shall still perform his/her duties as a Director in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected Director.

Save for the circumstances referred to in the preceding paragraph, a Director's resignation takes effect upon delivery of his/her resignation report to the Board.

Article 153 The Board shall set up an Audit Special Committee, a Nomination Special Committee and a Remuneration Special Committee, and the responsibilities, composition and rules of procedure of the special committees shall be determined by the Board. The Board may establish other special committees (if necessary).

Special committees of the Board are special bodies established by the Board to advise or provide consultation on major decisions of the Board. Special committees shall not make any decision on behalf of the Board. However, pursuant to a specific delegation of authority from the Board, they may exercise decision-making power on matters delegated to them.The Board shall set up an Audit Committee, a Remuneration Committee and a Nomination Committee. All members of the special committees shall be Directors and shall be appointed by the Board, among which, the Audit Committee must have at least three members, and all members shall be non-executive Directors, of whom the majority shall be independent non-executive Directors. At least one member of the Audit Committee shall be an independent non-executive Director with the proper qualification as required by Rule 5.05(2) of the Stock Exchange Listing Rules, or appropriate accounting or related financial management expertise. The chairman of the Audit Committee must be an independent non-executive Director. The majority of the members of the Remuneration Committee shall be independent non-executive Directors. The chairman of the Remuneration Committee must be an independent non-executive Director. The majority of the members of the Nomination Committee shall be independent non-executive Directors. The chairman of the Nomination Committee must be the chairman of the Board or an independent non-executive Director.

~~Article 154 If a Strategy and Development Committee is set up, its main responsibilities is to make a research and provide recommendations on the Company's long-term development strategies and significant investment decisions.~~

Article 155 The main responsibilities of the Audit Committee include:

- (I) ~~to make recommendations to the Board on appointment or removal of the external auditors, approve the remuneration and employment terms of such auditors, handle any issues on resignation or dismissal of such auditors, monitor whether such auditors are independent and objective and the audit procedures are valid or not, discuss the nature and scope of the audit and the relevant reporting responsibilities with such auditors before auditing, and formulate and implement the policies on non-audit service provided by such auditors;~~
- (II) ~~to supervise the internal audit system and its implementation of the Company;~~
- (III) ~~to be responsible for the communication between internal auditors and external auditors;~~
- (IV) ~~to audit the financial information and its disclosure of the Company;~~
- (V) ~~to supervise the financial report system, risk management and internal system of the Company;~~
- (VI) ~~other duties provided by the Stock Exchange Listing Rules.~~

Article 156 The main responsibilities of the Remuneration Committee include:

- (I) ~~to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;~~
- (II) ~~to review and approve management's remuneration proposal with reference to the Board's corporate goals and objectives;~~
- (III) ~~to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;~~
- (IV) ~~to make recommendations to the Board on the remuneration of non-executive Directors;~~
- (V) ~~to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the members group comprising the Company;~~

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

- (VI) to review and approve compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (VII) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (VIII) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

Article 157 The main responsibilities of the Nomination Committee include:

- (I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year and make recommendations regarding any proposed changes in the Board in line with the Company's corporate strategy;
- (II) to identify individuals suitably qualified to become Directors, select and nominate candidates of Directors or make recommendations to the Board in this regard;
- (III) to assess the independence of independent non-executive Directors;
- (IV) to make recommendations on the appointment or reappointment of the Directors and succession plan of the Directors (especially the chairman of the Board and the chief executive officer);
- (V) to review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to disclose the Board Diversity Policy or a summary of the same in the corporate governance report of the Company;
- (VI) to disclose in the corporate governance report of the Company a summary of the work performed during the year, including the policy for the nomination of directors, performed by the Nomination Committee during the year which includes nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year; and

APPENDIX I PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

~~(VII) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board.~~

~~Article 158~~ Each special committee may engage an intermediary agency to provide professional advices at the expense of the Company.

~~Article 159~~ Each special committee shall be responsible for the Board and the proposals of each special committee shall be submitted to the Board for review and approval.

~~Article 227233~~ If there is a vacancy of the office of the accounting firm, the Board may fill up the vacancy by appointing an accounting firm before convening the general meeting. But during the period when the vacancy subsists, if the Company has other accounting firm in office, such firm can continue to carry out the relevant duty. The accounting firm appointed by the Board to fill a casual vacancy shall hold office only until the next annual general meeting and shall be eligible for re-election.

NOTICE OF AGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

FY FINANCIAL (SHENZHEN) CO., LTD. **富銀融資租賃(深圳)股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8452)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the an annual general meeting for the year 2023 (the “**AGM**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) will be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the People's Republic of China (the “**PRC**”) on Tuesday, 20 June 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2022.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2022.
4. To consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2022.
5. To consider and approve the financial budget plan of the Company for the year ending 31 December 2023.
6. To consider and approve the annual report of the Company for the year ended 31 December 2022.
7. To consider and approve the appointment of SHINEWING (HK) CPA Limited as the Company's auditor for a term of office till the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.

NOTICE OF AGM

SPECIAL RESOLUTION

8. To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 11 May 2023.

Yours faithfully
By order of the Board
FY Financial (Shenzhen) Co., Ltd.
Li Peng
Chairman

The PRC, 11 May 2023

Notes:

1. For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no share transfers will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents of shares of the Company accompanied by the relevant share certificates must be lodged with the H share registrar of the Company in Hong Kong (the “**H Share Registrar**”), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company), or the Company’s head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of domestic shares and/or unlisted foreign shares of the Company) for registration not later than 4:30 p.m. on Wednesday, 31 May 2023.

Shareholders whose names appear on the register of members of the Company after the close of business on Wednesday, 31 May 2023 are entitled to attend and vote at the AGM.

2. A shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, at the AGM in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
4. The instrument appointing the proxy must be in writing and signed by the appointor or his/her attorney duly authorised in writing, or if the appointor is a legal person, either under a legal person’s seal or signed by its director or an attorney duly authorised in writing.
5. In order to be valid, shareholders of the Company who intend to appoint a proxy to attend the AGM shall complete the form of proxy in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company) or the Company’s head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of domestic shares and/or unlisted foreign shares of the Company) together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. The AGM (or any adjournment thereof) is expected to be concluded within a day. Shareholders or their proxies attending the AGM (or any adjournment thereof) shall be responsible for their own travelling and accommodation expenses.

NOTICE OF AGM

As at the date of this notice, the executive Directors are Mr. Li Peng, Mr. Weng Jianxing and Ms. Gong Xiaoting; the non-executive Directors are Mr. Peng Qilei and Ms. Liu Jing; and the independent non-executive Directors are Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the "Latest Listed Company Information" page for 7 days from the date of this posting and will be also posted on the website of the Company at www.fyleasing.com.

**NOTICE OF THE DOMESTIC AND UNLISTED FOREIGN
SHAREHOLDERS CLASS MEETING**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

**FY FINANCIAL (SHENZHEN) CO., LTD.
富銀融資租賃(深圳)股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8452)

**NOTICE OF THE DOMESTIC AND UNLISTED FOREIGN
SHAREHOLDERS CLASS MEETING**

NOTICE IS HEREBY GIVEN that the class meeting of the domestic and unlisted foreign shareholders (the “**Domestic and Unlisted Foreign Shareholders Class Meeting**”) of FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司) (the “**Company**”) will be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the People's Republic of China (the “**PRC**”) on Tuesday, 20 June 2023 at 10:30 a.m. (or as soon as the annual general meeting of the Company to be convened on the same date and at the same place at 10:00 a.m. shall conclude or adjourn) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 11 May 2023 (the “**Circular**”) shall have the same meaning herein:

SPECIAL RESOLUTION

- (1) To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 11 May 2023.

By order of the Board
FY Financial (Shenzhen) Co., Ltd.
Li Peng
Chairman

The PRC, 11 May 2023

Notes:

1. For determining the entitlement to attend and vote at the above meeting, the register of members of Domestic and Unlisted Foreign Shares of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of Domestic Shares and Unlisted Foreign Shares must lodge all transfer documents of Domestic Shares and Unlisted Foreign Shares accompanied by the relevant Domestic and Unlisted Foreign Share certificates at the Company's principal place of business in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of domestic shares and/or unlisted foreign shares of the Company) for registration not later than 4:30 p.m. on Wednesday, 31 May 2023.

NOTICE OF THE DOMESTIC AND UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING

Shareholders whose names appear on the register of members of Domestic Shares and Unlisted Foreign Shares of the Company after the close of business on Wednesday, 31 May 2023 are entitled to attend and vote at the Domestic and Unlisted Foreign Shareholders Class Meeting.

2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of Domestic Shares and Unlisted Foreign Shares of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
4. The instrument appointing the proxy must be in writing and signed by the appointor or his/her attorney duly authorised in writing, or if the appointor is a legal person, either under a legal person's seal or signed by its director or an attorney duly authorised in writing.
5. In order to be valid, a form of proxy must be deposited at the Company's principal place of business in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority not less than 24 hours before the time appointed for the holding of the above meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjournment thereof (as the case may be) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. The Domestic and Unlisted Foreign Shareholders Class Meeting is expected to last for an hour. Shareholders (in person or by proxy) attending the meeting shall be responsible for their own travelling and accommodation expenses.

As at the date of this notice, the executive Directors are Mr. Li Peng, Mr. Weng Jianxing and Ms. Gong Xiaoting; the non-executive Directors are Mr. Peng Qilei and Ms. Liu Jing; and the independent non-executive Directors are Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of this posting and will be also posted on the website of the Company at www.fyleasing.com.

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

FY FINANCIAL (SHENZHEN) CO., LTD. **富銀融資租賃(深圳)股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8452)

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that class meeting of the H shareholders (the “**H Shareholders Class Meeting**”) of FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司) (the “**Company**”) will be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the People's Republic of China (the “**PRC**”) on Tuesday, 20 June 2023 at 11:00 a.m. (or as soon as the class meeting of the domestic shareholders and the unlisted foreign shareholders of the Company to be convened on the same date and at the same place at 10:30 a.m. shall conclude or adjourn) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 11 May 2023 (the “**Circular**”) shall have the same meaning herein:

SPECIAL RESOLUTION

- (1) To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 11 May 2023.

By order of the Board
FY Financial (Shenzhen) Co., Ltd.
Li Peng
Chairman

The PRC, 11 May 2023

Notes:

1. For determining the entitlement to attend and vote at the above meeting, the register of members of H Shares of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of H Shares must lodge all transfer documents of H Shares accompanied by the relevant H share certificates at the H share registrar of the Company in Hong Kong (the “**H Share Registrar**”), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, HongKong for registration not later than 4:30 p.m. on Wednesday, 31 May 2023.

Shareholders whose names appear on the register of members of H Shares of the Company after the close of business on Wednesday, 31 May 2023 are entitled to attend and vote at the H Shareholders Class Meeting.

NOTICE OF THE H SHAREHOLDERS CLASS MEETING

2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of H Shares of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
4. The instrument appointing the proxy must be in writing and signed by the appointor or his/her attorney duly authorised in writing, or if the appointor is a legal person, either under a legal person's seal or signed by its director or an attorney duly authorised in writing.
5. In order to be valid, a form of proxy must be deposited at the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority not less than 24 hours before the time appointed for the holding of the above meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjournment thereof (as the case may be) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. The H Shareholders Class Meeting is expected to last for an hour. Shareholders (in person or by proxy) attending the meeting shall be responsible for their own travelling and accommodation expenses.

As at the date of this notice, the executive Directors are Mr. Li Peng, Mr. Weng Jianxing and Ms. Gong Xiaoting; the non-executive Directors are Mr. Peng Qilei and Ms. Liu Jing; and the independent non-executive Directors are Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of this posting and will be also posted on the website of the Company at www.fyleasing.com.