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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) 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 PRC on Thursday, 31 August 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT**, as set out in the circular dated 14 August 2023 issued by the Company to its shareholders (the “**Circular**”):

- (a) the with-recourse commercial factoring agreement dated 3 July 2023 (the “**Factoring Agreement**”) entered into between the Company as factor and Beijing Longding Huayuan Real Estate Development Co., Ltd.\* (北京市龍鼎華源房地產開發有限責任公司) (“**Longding Huayuan**”) as seller, pursuant to which the Company has agreed to provide the accounts receivable factoring services to Longding Huayuan in the actual factoring principal amount of RMB22,900,000 for a term of two years commencing from the Effective Date (as defined in the Circular), a copy of which has been produced to the meeting and marked “A”, and the transaction contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Factoring Agreement and the transaction contemplated thereunder.”

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

Hong Kong, 14 August 2023

*Notes:*

1. For determining the entitlement of the shareholders of the Company (the “**Shareholders**”) to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Tuesday, 29 August 2023 to Thursday, 31 August 2023, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the EGM, all transfer documents of shares of the Company 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 holders of H Shares), 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 Monday, 28 August 2023.

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 28 August 2023 are entitled to attend and vote at the EGM. Dayuan Tiandi and its associates shall abstain from voting on the resolution to be put at the EGM.

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.
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 EGM 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 EGM, 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 appointer 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 (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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the EGM 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 EGM 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](http://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](http://www.fyleasing.com).*