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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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

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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 2017  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2017  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017  
PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2017  
FINANCIAL BUDGET PLAN FOR THE YEAR 2018  
ANNUAL REPORT FOR THE YEAR 2017  
RE-APPOINTMENT OF EXTERNAL AUDITOR  
ELECTION OF EXECUTIVE DIRECTOR  
RE-ELECTION OF DIRECTORS  
RE-ELECTION OF SUPERVISORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Tuesday, 15 May 2018 at 10:30 a.m. is set out on pages 19 to 21 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.fyleasing.com](http://www.fyleasing.com)).

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed on the form and return it to the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event 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 will not preclude you from attending and voting at the AGM 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.

If you intend to attend the AGM or any adjournment thereof in person or by proxy, you are required to complete and return the enclosed reply slip to Tricor Investor Services Limited, the H Share Registrar (for H Shareholders) on or before Wednesday, 25 April 2018.

29 March 2018

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## CHARACTERISTICS OF GEM

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**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 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

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

“AGM” or “Annual General Meeting”	the 2017 annual general meeting of the Company to be held at 10:30 a.m. on Tuesday, 15 May 2018
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“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
“Board” or “Board of Directors”	the board of directors of the Company
“Director(s)”	the director(s) of the Company
“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
“Group”	the Company, together with its subsidiaries
“H Shareholders”	Holder(s) of the H Shares
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company in Hong Kong
“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 subscribed for and traded in Hong Kong dollars and are listed on GEM
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 March 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM
“Parent Group”	Shanshan (as defined below) and its subsidiaries (other than members of the Group)

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## DEFINITIONS

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“PRC” or “China” or the “People’s Republic of China”	the People’s Republic of China, and for the purposes of this circular, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Supervisors”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

*If there is any inconsistency between the Chinese names of the entities, companies or legal entities incorporated in the PRC mentioned in this circular and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such entities, companies or legal entities are provided for illustration purposes only.*

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Li Peng (李鵬)  
Mr. Weng Jianxing (翁建興)

*Non-executive Directors:*

Mr. Zhuang Wei (莊巍)  
Mr. Qian Cheng (錢程)  
Mr. Sun Luran (孫路然)

*Independent non-executive Directors:*

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

*Registered office and head office in the PRC:*

Room 201, Block A  
No.1 Qianwan First Road  
Qianhai Shenzhen-Hong Kong Cooperation Zone  
Shenzhen, Guangdong  
PRC

*Principal place of business in Hong Kong:*

18/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

29 March 2018

*To the Shareholders,*

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2017**  
**WORK REPORT OF SUPERVISORY COMMITTEE FOR THE YEAR 2017**  
**FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017**  
**PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2017**  
**FINANCIAL BUDGET PLAN FOR THE YEAR 2018**  
**ANNUAL REPORT FOR THE YEAR 2017**  
**RE-APPOINTMENT OF EXTERNAL AUDITOR**  
**ELECTION OF EXECUTIVE DIRECTOR**  
**RE-ELECTION OF DIRECTORS**  
**RE-ELECTION OF SUPERVISORS**  
**AND**  
**NOTICE OF THE ANNUAL GENERAL MEETING**

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## **LETTER FROM THE BOARD**

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### **1. INTRODUCTION**

The purpose of this circular is to give the notice of the AGM 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.

### **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 2017
- (2) Work Report of the Supervisory Committee for the year 2017
- (3) Final financial accounts for the year 2017
- (4) Profit and dividend distribution plan for the year 2017
- (5) Financial budget plan for the year 2018
- (6) Annual report for the year 2017
- (7) Re-appointment of BDO Limited as the external auditor of the Company for the year 2018
- (8) Election of Ms. Wang Ying as an executive Director
- (9) Re-election of Directors
- (10) Re-election of Supervisors

### **3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2017**

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors of the Company for the year 2017. The full text of the work report of the Board of Directors for the year 2017 is set out in the section headed “Report of the Directors” of the annual report of the Company for the year 2017, which was despatched together with this circular.

### **4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2017**

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee of the Company for the year 2017. The full text of the work report of the Supervisory Committee for the year 2017 is set out in the section headed “Report of the Supervisory Committee” of the annual report of the Company for the year 2017, which was despatched together with this circular.

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## LETTER FROM THE BOARD

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### 5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017

An ordinary resolution will be proposed to the AGM to approve the final financial accounts of the Company for the year 2017. The full text of the final financial accounts for the year 2017 is set out in the annual results announcement of the Company for the year 2017 published by the Company on 22 March 2018 and the annual report of the Company for the year 2017 which was despatched together with this circular.

### 6. PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2017

On 22 March 2018, the Board proposed to pay a final dividend of RMB0.02 per Share for the year ended 31 December 2017 with an aggregate amount of RMB7,186,800 (the “**Final Dividend**”). The Board recommended to distribute the Final Dividend in cash to the Shareholders whose name appear on the register of members of H Shares after the close of business on Friday, 18 May 2018. The distribution of the Final Dividend is subject to the approval of Shareholders at the AGM.

For determining the entitlement of the Shareholders of the Final Dividend, the transfer books and register of members of H Shares will be closed from Monday, 21 May 2018 to Friday, 25 May 2018, both days inclusive, during which period no Share transfers can be registered. In order to be eligible for entitlement of the Final Dividend, subject to the passing of the relevant resolutions at the AGM, unregistered holders of H Shares should ensure that all transfer documents of H Shares accompanied by the relevant H Share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 18 May 2018.

Shareholders whose names appear on the register of members of H Shares after the close of business on Friday, 18 May 2018 are entitled to the Final Dividend subject to the passing of the relevant resolutions at the AGM.

An ordinary resolution will be proposed at the AGM to approve and authorise the Board to implement the aforementioned profit and dividend distribution plan of the Company for the year 2017.

Pursuant to the Enterprise Income Tax Law of the PRC effective from 1 January 2008 and its implementation provisions and the Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Offshore Nonresident Enterprise Holders of H Shares (Guo Shui Han [2008] No. 897) promulgated on 6 November 2008, the Company is obliged to withhold and remit enterprise income tax at a rate of 10% when it distributed the Final Dividend to the non-resident enterprise shareholders whose names are registered in the register of members of H Shares. Any share which is not registered in the name of individual H Shareholders, including the HKSCC Nominees Limited, other agents or trustees, or other organisations and entities is deemed as Shares held by non-resident enterprise shareholders. Thus, enterprise income tax will be deducted from their dividends payable. Non-resident enterprise shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.



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## LETTER FROM THE BOARD

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Pursuant to the requirements of the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994]020) (財政部、國家稅務總局關於個人所得稅若干政策問題的通知(財稅字[1994]020號)) promulgated by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax on dividends or bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, the Company will not withhold and pay the individual income tax on behalf of individual shareholders when the Company distributes the Final Dividend to individual shareholders whose names appear on the register of members of H shares.

The Company takes no responsibility and disclaim any liability for any claims arising from the taxation status or tax treatment of individual H Shareholders and any claims arising from failure to determine in time or inaccurate determination on the taxation status or tax treatment of individual H Shareholders, or any disagreements regarding the withholding mechanism or arrangement.

### **7. FINANCIAL BUDGET PLAN FOR THE YEAR 2018**

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2018.

The Company plans to control the total operating expenses and capital expenses for the year 2018 at approximately RMB96.2 million and RMB0.14 million, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2018. 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 2017**

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2017. The annual report for the year 2017 was despatched together with this circular.

### **9. RE-APPOINTMENT OF EXTERNAL AUDITOR**

An ordinary resolution will be proposed at the AGM to approve the re-appointment of BDO Limited 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.

### **10. ELECTION OF MS. WANG YING AS AN EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 22 March 2018 in relation to, among others, the resignation of Ms. Hui Ying (惠穎) as a non-executive Director and the proposed appointment of Ms. Wang Ying (王瑩) (“**Ms. Wang**”) as an executive Director. The Board of Directors proposed to appoint Ms. Wang as an executive Director, which is subject to the approval by the Shareholder at the AGM. A separate ordinary resolution will be proposed at the AGM to approve the election of Ms. Wang as an executive Director.

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## LETTER FROM THE BOARD

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Upon approval of Ms. Wang's election at the AGM, the Company will enter into a service contract with Ms. Wang for an initial term of three years commencing from the date of AGM. Ms. Wang will be entitled to a remuneration, including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind, of approximately RMB481,892 per annum, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee.

The biographical details of Ms. Wang are set out in Appendix I to this circular.

### 11. RE-ELECTION OF DIRECTORS

The current session of the Board will be expired on 11 August 2018. The Board of Directors proposed to appoint Mr. Li Peng (李鵬) (“**Mr. Li**”), Mr. Weng Jianxing (翁建興) (“**Mr. Weng**”), Mr. Zhuang Wei (莊巍) (“**Mr. Zhuang**”), Mr. Qian Cheng (錢程) (“**Mr. Qian**”), Mr. Sun Luran (孫路然) (“**Mr. Sun**”), Mr. Fung Che Wai Anthony (馮志偉) (“**Mr. Fung**”), Mr. Hon Leung (韓亮) (“**Mr. Hon**”) and Mr. Liu Shengwen (劉升文) (“**Mr. Liu**”) (collectively, the “**Directors Candidates**”) as Directors of the second session of the Board. Subject to the approval of the Shareholders at the AGM, the Company will enter into a service contract with each of the Directors Candidates for an initial term of three years commencing from the date of the AGM. Pursuant to the respective service contract to be entered into with each of the Directors Candidates, Mr. Li and Mr. Weng, during their tenure as executive Directors, Mr. Fung, Mr. Hon and Mr. Liu, during their tenure as independent non-executive Directors, will be entitled to an aggregate amount of remuneration including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind, of approximately RMB685,746, RMB700,349, RMB120,000, RMB120,000 and RMB120,000 per annum, respectively, while each of Mr. Zhuang, Mr. Qian and Mr. Sun, will not receive remuneration from the Company during their tenure as non-executive Directors. The remuneration of the Directors is determined by the Board with reference to their duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Separate ordinary resolutions will be proposed at the AGM to approve the election of each of the Directors Candidates as Directors of the second session of the Board. Their biographical details are set out in Appendix I to this circular.

### 12. RE-ELECTION OF SUPERVISORS

The current session of the Supervisory Committee will be expired on 11 August 2018. The Supervisory Committee proposed to appoint Mr. Tian Xiuju (田秀舉先生) (“**Mr. Tian**”), Mr. Liu Bing (劉兵先生) (“**Mr. Liu**”) and Mr. Zhu Xiaodong (朱曉東先生) (“**Mr. Zhu**”) (collectively, the “**Supervisors Candidates**”) as Supervisors of the second session of the Supervisory Committee. Subject to approval of the Shareholders at the AGM, the Company will enter into a service contract with each of the Supervisors Candidates for an initial term of three years commencing from the date of the AGM. Pursuant to the respective service contract to be entered into with each of the Supervisors Candidates, Mr. Tian and Mr. Liu, during their tenure as Supervisors, will be entitled to an aggregate amount of remuneration, including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind, of approximately RMB223,169 and

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## LETTER FROM THE BOARD

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RMB673,290 per annum, respectively, while Mr. Zhu will not receive remuneration from the Company during his tenure as a Supervisor. The remuneration of the Supervisors is determined by the Board with reference to their duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Separate ordinary resolutions will be proposed at the AGM to approve the election of each of the Supervisors Candidates as Supervisors of the second session of the Supervisory Committee. Their biographical details are set out in Appendix II to this circular.

### 13. 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 shall be voted by poll. Votes may be given either personally or by proxy.

### 14. RECOMMENDATION

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

### 15. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

### 16. AGM

A notice convening the AGM to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Tuesday, 15 May 2018 at 10:30 a.m. is set out on pages 19 to 21 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.fyleasing.com](http://www.fyleasing.com)).

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed on the form and return it to the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event 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 will not preclude you from attending and voting at the AGM 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.

If you intend to attend the AGM or any adjournment thereof in person or by proxy, you are required to complete and return the enclosed reply slip to Tricor Investor Services Limited, the H Share Registrar (for H Shareholders) on or before Wednesday, 25 April 2018.

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## LETTER FROM THE BOARD

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### 17. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the AGM, the transfer books and register of members of H Shares will be closed from Saturday, 14 April 2018 to Tuesday, 15 May 2018, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of H Shares of the Company should ensure that all transfer documents of H Shares accompanied by the relevant H Share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 April 2018.

Shareholders whose names appear on the register of members of H Shares after the close of business on Friday, 13 April 2018 are entitled to attend and vote at the AGM.

For determining the entitlement of the Shareholders of the Final Dividend, the transfer books and register of members of H Shares will be closed from Monday, 21 May 2018 to Friday, 25 May 2018, both days inclusive, during which period no Share transfers can be registered. In order to be eligible for entitlement of the Final Dividend, subject to the passing of the relevant resolutions at the AGM, unregistered holders of H Shares should ensure that all transfer documents of H Shares accompanied by the relevant H Share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 18 May 2018.

Shareholders whose names appear on the register of members of H Shares after the close of business on Friday, 18 May 2018 are entitled to the Final Dividend subject to the passing of the relevant resolutions at the AGM.

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

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

**EXECUTIVE DIRECTORS****(1) MR. LI PENG**

Mr. Li Peng (李鵬), aged 54, was appointed as a Director on 28 September 2012. He has been responsible for overseeing the daily operation of the Group since he joined us as a Director and general manager in September 2012 and November 2015, respectively. Mr. Li has extensive legal knowledge and over five years of experience in corporate management. Mr. Li joined the predecessor of Tian Yuan Law Firm (天元律師事務所) in October 1993 where he focused on mergers and acquisitions till he left as a partner in September 2010. From October 2010 to September 2013, Mr. Li successively served as the vice president and the chief executive officer in Credit Orienwise Group Ltd. (中國中科智擔保集團股份有限公司), a company primarily engaged in providing credit guarantee services, where he was responsible for the overall management of this company. From September 2012 to May 2014, Mr. Li served as a director in China Lihe Company Limited (力合股份有限公司), an investment holding company listed on the Shenzhen Stock Exchange (stock code: 000532). He has served as the chairman of Shenzhen Fullin Jinkong Asset Management Co., Ltd. (深圳富銀金控資產管理有限公司) (“**Fullin Jinkong**”), an investment holding company where he has been responsible for overseeing the general management and of Shenzhen Shanहितong Internet Financial Service Co., Ltd. (深圳杉匯通互聯網金融服務有限公司) (“**Shenzhen Shanहितong**”), an online lending agent since June 2013 and July 2014, respectively. Mr. Li obtained his bachelor’s degree in Law from Peking University in the PRC in July 1984.

Save as disclosed above and as at the Latest Practicable Date, Mr. Li confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Li that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**(2) MR. WENG JIANXING**

Mr. Weng Jianxing (翁建興), aged 40, was appointed as a Director on 9 June 2016. He is also the risk management director of the Company and responsible for risk management and asset management of the Group. Mr. Weng joined the Group as the head of risk management department in April 2013 and was promoted as the risk management director in April 2015. Mr. Weng has more than seven years of experience in financial products and risk management. From September 2009 to March 2011, Mr. Weng was a product manager in Credit Orienwise Group Ltd. (中國中科智擔保集團股份有限公司), a company primarily engaged in providing credit guarantee services, where he was responsible for the development of financial products. From March 2011 to March 2013, he served as the risk control manager of CIMC Financial Leasing Company Limited (中集融資租賃有限公司), a

company primarily engaged in the provision of equipment-based finance leasing services, where he was responsible for risk management of that company. He obtained his bachelor's degree in transportation, master's degree in corporate management and doctor's degree in business administration from Changsha Transportation Institute (長沙交通學院), Changsha University of Science & Technology (長沙理工大學) and Central South University (中南大學) in the PRC in June 2002, June 2005 and November 2011, respectively.

Save as disclosed above and as at the Latest Practicable Date, Mr. Weng confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Weng that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

#### **NON-EXECUTIVE DIRECTORS**

##### **(1) MR. ZHUANG WEI**

Mr. Zhuang Wei (莊巍), aged 51, was appointed as a Director on 28 September 2012. Mr. Zhuang is the chairman and responsible for the overall corporate strategies and management directions of the Group. Before he joined the Parent Group in March 2007, he worked in a PRC conglomerate from July 1993 to April 2000, an investment company from April 2000 to March 2003 and an IT company from March 2003 to March 2007 successively. He was responsible for investment management in the PRC conglomerate and general management in the other two companies. From March 2007 to March 2008, Mr. Zhuang served as the general manager of Ningbo Shanshan Venture Capital Co., Ltd. (寧波杉杉創業投資有限公司), an investment company, where he was responsible for the general management of this company. From April 2008 to March 2009, Mr. Zhuang served as the director and the general manager of Ningbo Shanshan Co., Ltd. (寧波杉杉股份有限公司) (“Shanshan”). From March 2009 to September 2012, Mr. Zhuang served as the chairman of Shanshan. Since September 2012, he has served as the chairman and general manager of Shanshan. Besides, he also serves as the chairman and director of a number of subsidiaries of Shanshan. Mr. Zhuang obtained his doctor's degree in political economy from Peking University (北京大學) in the PRC in July 2000.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhuang confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Zhuang that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.



**(2) MR. QIAN CHENG**

Mr. Qian Cheng (錢程), aged 44, was appointed as a Director on 28 September 2012. He is responsible for providing strategic advice to the business and operation of the Group. From March 1998 to January 2001, Mr. Qian is a staff in Shanshan Group Co., Ltd. (杉杉集團有限公司), where he was responsible for administration and human resources. From February 2001 to May 2002, Mr. Qian is a staff in Shanshan Holding Co., Ltd. (杉杉控股有限公司) (“**Shanshan Holding**”), where he was responsible for administration and human resources. From March 2006 to June 2009, Mr. Qian is a director of Zhongke Yinghua High-tech Company Limited (中科英華高技術股份有限公司), now known as Nuode Investment Co., Ltd. (諾德投資股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600110) and primarily engaged in the business of copper foil, lithium battery materials, investment and import and export, where he was responsible for overseeing the general operation of the company. From March 2007 to March 2008, Mr. Qian is the office director of Shanshan Holding, where he was responsible for administration and human resources. From April 2008 to March 2010, Mr. Qian served as a deputy general manager and secretary of the board of Shanshan, where he was mainly responsible for assisting the general manager and coordinating communication between company and investors. Since March 2010, he has served as a director, deputy general manager and secretary of the board of directors of Shanshan where he is responsible for assisting the general manager and coordinating communication between investors and the company. Besides, he also serves as the chairman and/or director and/or general manager of a number of subsidiaries of Shanshan. Mr. Qian obtained his bachelor’s degree in international relations and public affairs from Fudan University (復旦大學) in the PRC in July 1995.

Save as disclosed above and as at the Latest Practicable Date, Mr. Qian confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Qian that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**(3) MR. SUN LURAN**

Mr. Sun Luran (孫路然), aged 25, was appointed as a Director on 12 April 2016. He assumes an advisory role in the Board in view of his knowledge in finance, understanding in the capital and financial market and financial risk management which will assist the Board to evaluate and improve the internal control and risk management systems of the Group. He joined Shenzhen Shanhitong as risk control manager in May 2016 and has been involved in risk management related work shortly after the graduation from the University of Huddersfield in the United Kingdom in June 2014 and March 2016, where he received his bachelor’s degree in business management and master’s degree in finance, respectively.

Save as disclosed above and as at the Latest Practicable Date, Mr. Sun confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Sun that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **(1) MR. FUNG CHE WAI ANTHONY**

Mr. Fung Che Wai Anthony (馮志偉), aged 49, was appointed as an independent non-executive Director on 21 April 2017. He is responsible for supervising and providing independent advice to our Board. Mr. Fung has extensive experience in accounting and corporate finance. From August 1992 to September 1999, he successively served as a staff accountant, semi senior accountant, senior accountant and manager in Deloitte Touche Tohmatsu, where he was mainly responsible for audit planning and control. From October 1999 to August 2007, Mr. Fung was a director of Winsmart Consultants Limited (弘陞投資顧問有限公司), a financial consulting company, where he was responsible for advising the client on corporate finance and investor relations related matters. From January 2008 to August 2010, Mr. Fung was the vice president of NagaCorp Limited (金界控股有限公司), a licensed casino listed on the Main Board of the Stock Exchange (stock code: 3918), where he was responsible for development of investor relations procedures, policies and strategies for the company and liaison with existing and potential investors as well as analysts. From January 2011 to July 2014, Mr. Fung was the chief financial officer and company secretary of Zall Development (Cayman) Holding Co., Ltd. (卓爾發展(開曼)控股有限公司), now known as Zall Group Ltd. (卓爾集團股份有限公司), a property developer listed on the Main Board of the Stock Exchange (stock code: 2098), where he was responsible for financial and compliance matters. From July 2014 to April 2017, Mr. Fung was the chief financial officer and company secretary of Kong Sun Holdings Limited (江山控股有限公司), a solar power plants investor and operator listed on the Main Board of the Stock Exchange (stock code: 0295), where he was responsible for overall financial operation, company secretarial matters and investor relations. From September 2014 to March 2017, Mr. Fung was an independent supervisor of Chery HuiYin Motor Finance Service Co., Ltd. (奇瑞徽銀汽車金融股份有限公司), an automobile finance joint venture, where he was responsible for monitoring the company's operations as a member of the board of supervisors. From May 2017, Mr. Fung served as the chief financial officer of Beijing Enterprises City Resources Group Co., Ltd. (北控城市資源集團有限公司), the holding company of a group engaged in harmless disposal of hazardous waste and treatment of solid waste. From June 2017, Mr. Fung served as an independent non-executive director of S&P International Holding Limited (椰豐集團有限公司) (stock code: 1695), the holding company of a group engaged in food production and trading and whose shares are listed on the Main Board of the Stock Exchange.



Mr. Fung was admitted as a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants in October 2001 and September 2005, respectively. Mr. Fung obtained his bachelor's degree in accountancy from Hong Kong Polytechnic University in October 1992.

Save as disclosed above and as at the Latest Practicable Date, Mr. Fung confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Fung that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

## **(2) MR. HON LEUNG**

Mr. Hon Leung (韓亮), aged 35, was appointed as an independent non-executive Director on 21 April 2017. He is responsible for supervising and providing independent advice to the Board. Mr. Hon has extensive experience in accounting. Mr. Hon joined KPMG in October 2008 and he was responsible for providing audit services. He left KPMG as an audit manager in May 2014. From May 2014 to February 2015, he was a financial manager in King and Wood Mallesons, where he was responsible for financial management. From March 2015, he worked for King and Wood Mallesons on a part-time basis. In February 2015, Mr. Hon founded William Hon & Co., an accounting firm, where he has been responsible for general management. Since November 2015, Mr. Hon has been an independent non-executive director of China Investment and Finance Group Limited (中國投融資集團有限公司), an investment holding company listed on the Main Board of the Stock Exchange (Stock code: 1226), where he has also served as the chairman of the audit committee of that company. Mr. Hon was qualified as a certified public accountant by the Hong Kong Institute of Certified Public Accountants in November 2012. Mr. Hon obtained his bachelor's degree in accounting and finance from the University of Hong Kong in November 2007.

Save as disclosed above and as at the Latest Practicable Date, Mr. Hon confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Hon that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**(3) MR. LIU SHENGWEN**

Mr. Liu Shengwen (劉升文), aged 41, was appointed as an independent non-executive Director on 21 April 2017. He is responsible for supervising and providing independent advice to the Board. Mr. Liu has extensive experience in accounting. From February 1998 to June 2010, he worked at several accounting firms where he was responsible for auditing and audit risk control. From June 2010 to October 2014, Mr. Liu was the deputy director of Baker Tilly China Certified Public Accountants Shenzhen Branch, where he was responsible for audit risk control. Since November 2014, Mr. Liu has been the deputy director of Beijing Tianyuanquan Accounting Firm (北京天圓全會計師事務所) Shenzhen Branch, where he was responsible for audit risk control. Since September 2015, Mr. Liu has been an independent director of Shenzhen Techand Ecology & Environment Co., Ltd. (深圳市鐵漢生態環境股份有限公司), a company primarily engaged in the eco-environment protection and ecotourism, which is listed on the Shenzhen Stock Exchange (stock code 300197). Mr. Liu was qualified as a certified public valuer and an accountant by China Appraisal Society (中國資產評估協會) and The Chinese Institute of Certified Public Accountants of the PRC in May 2000 and February 2000. Mr. Liu obtained master's degree in software engineering from Yunnan University (雲南大學) in the PRC in June 2012.

Save as disclosed above and as at the Latest Practicable Date, Mr. Liu confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Liu that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

The biographical details of the Director proposed to be elected at the AGM are set out as follows:

**EXECUTIVE DIRECTOR****(1) MS. WANG YING**

Ms. Wang Ying (王瑩), aged 29, is the Board secretary, the head of finance department and a joint company secretary of the Company. Ms. Wang joined the finance department of the Company as an accountant in January 2013 and has been responsible for financial management of the Group and the administrative matters of the board. She has more than five years of experience in financial management. Prior to joining the Group, from March 2011 to December 2012, Ms. Wang served as a financial executive in Shanshan, where she was responsible for preparing financial reports. She obtained her bachelor's degree in financial management from China University of Geosciences (中國地質大學) in the PRC in June 2011.

Save as disclosed above and as at the Latest Practicable Date, Ms. Wang confirms that (i) she not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) she does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) she does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Ms. Wang that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

The biographical details of the Supervisors proposed to be re-elected at the AGM are set out as follows:

**(1) MR. TIAN XIUJU**

Mr. Tian Xiuju (田秀舉), aged 30, was appointed as the chairman of the Supervisory Committee of the Company on 11 August 2015. Mr. Tian joined our internal control department of the Company on 1 July 2014. He has also served as a supervisor of Tianjin Fuyin Leasing Co., Ltd. (天津富銀租賃有限公司) (“**Tianjin Fuyin**”), a wholly-owned subsidiary of the Company, since July 2017. Prior to joining the Group, from July 2012 to June 2014 Mr. Tian successively served as an internal control specialist in Shanshan, where he was responsible for internal control matters. Mr. Tian has also served as a supervisor of Fullin Jinkong, Shenzhen Shanhitong and Shannong New Agriculture Financial Services (Shenzhen) Co., Ltd. (杉農新農業金融服務(深圳)有限公司), a company primarily engaged in providing financial agency and consulting services since July 2014, July 2014 and August 2015, respectively. Mr. Tian obtained his bachelor’s degree in finance from Anhui University of Finance & Economics (安徽財經大學) in the PRC in July 2012.

Save as disclosed above and as at the Latest Practicable Date, Mr. Tian confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Tian that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

**(2) MR. LIU BING**

Mr. Liu Bing (劉兵), aged 45, was appointed as an employee representative Supervisor on 7 July 2015. Mr. Liu joined the Group on 15 March 2013. From August 1995 to December 2007, Mr. Liu held several positions including deputy office director in Linli Development Reform and Price Bureau (臨澧縣發展改革物價局), where he was responsible for the price determination for electricity, water and petroleum. From May 2009 to December 2010, he was the head of audit department of Shenzhen Shidu Industrial Company Limited (深圳市世都實業有限公司), a company primarily engaged in the sales of garments, where he was responsible for internal audit. From December 2010 to May 2012, he was a risk manager in Shenzhen Zhongkezhi Financing Guarantee Company Limited (深圳市中科智融資擔保有限公司), a company primarily engaged in providing credit guarantee services, where he was responsible for due diligence and assets valuation. From June 2012 to March 2013, he was the manager of the department of risk management in Shenzhen Wanfeng Weiye Financing Guarantee Company Limited (深圳市萬豐偉業融資擔保有限公司), a company primarily engaged in providing credit guarantee services, where he was responsible for establishing the risk management system. Mr. Liu obtained a graduation certificate in auditing from Hunan University of Commerce (湖南商學院)

in the PRC in June 1995. In addition, he obtained a price appraiser qualification certificate from the Personnel Department of Hunan Province (湖南省人事廳) in the PRC in April 2001. In December 2011, Mr. Liu also became a non-practising member of the Chinese Institute of Certified Public Accountants of the PRC.

Save as disclosed above and as at the Latest Practicable Date, Mr. Liu confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Liu that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

### **(3) MR. ZHU XIAODONG**

Mr. Zhu Xiaodong (朱曉東), aged 44, was appointed as a Shareholders representative Supervisor on 11 August 2015. He has also served as a supervisor of Tianjin Fuyin, a wholly-owned subsidiary of the Company, since July 2017. Since July 2003, he has been the chief financial officer of Beijing Municipality Dayuan Tiandi Property Development Co., Ltd. (北京市大苑天地房地產開發有限公司), a property developer, where he has been responsible for the financial management of this company. Mr. Zhu obtained bachelor's degree in law from Tianjin Normal University (天津師範大學) in the PRC in July 2001.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhu confirms that (i) he has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the Shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Zhu that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 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 an annual general meeting for the year 2017 (the “**Annual General Meeting**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) will be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Tuesday, 15 May 2018 at 10:30 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 “**Directors**”) of the Company for the year ended 31 December 2017.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2017.
4. To consider, approve and authorise the Board to implement the profit and dividend distribution plan of the Company for the year ended 31 December 2017 and to declare a final dividend of RMB0.02 per share of the Company.
5. To consider and approve the annual budget plan of the Company for the year ended 31 December 2018.
6. To consider and approve the annual report of the Company for the year ended 31 December 2017.
7. To consider and approve the re-appointment of BDO 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.
8. To consider and approve the appointment of Ms. Wang Ying as an executive Director.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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9. (a) To elect the following persons as Directors of the second session of the Board:
- (i) Mr. Li Peng as an executive Director.
  - (ii) Mr. Weng Jianxing as an executive Director.
  - (iii) Mr. Zhuang Wei as a non-executive Director.
  - (iv) Mr. Qian Cheng as a non-executive Director.
  - (v) Mr. Sun Luran as a non-executive Director.
  - (vi) Mr. Fung Che Wai Anthony as an independent non-executive Director.
  - (vii) Mr. Hon Leung as an independent non-executive Director.
  - (viii) Mr. Liu Shengwen as an independent non-executive Director.
- (b) To authorise the Board to determine the Directors' remuneration.
10. (a) To elect the following persons as supervisors (the “**Supervisors**”) of the second session of the supervisory committee of the Company:
- (i) Mr. Tian Xiuju as a Supervisor.
  - (ii) Mr. Zhu Xiaodong as a Supervisor.
  - (iii) Mr. Liu Bing as a Supervisor.
- (b) To authorise the Board to determine the Supervisors' remuneration.

By Order of the Board  
**FY Financial (Shenzhen) Co., Ltd.**  
**Zhuang Wei**  
*Chairman*

Shenzhen, the PRC, 29 March 2018

*Notes:*

1. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of H Shares of the Company (the “**H Shares**”) will be closed from Saturday, 14 April 2018 to Tuesday, 15 May 2018, both days inclusive, during which period no H Share transfers will be registered. In order to be eligible to attend and vote at the Annual General 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, Tricor Investor Services Limited (the “**H Share Registrar**”), at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 April 2018.

Shareholders whose names appear on the register of members of H Shares after the close of business on Friday, 13 April 2018 are entitled to attend and vote at the Annual General Meeting.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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2. Holders of H Shares who intend to attend the Annual General Meeting (or any adjournment thereof) should complete and lodge the accompanying reply slip and return it to the H Share Registrar not later than 20 days before the date of meeting, i.e., on or before Wednesday, 25 April 2018. The reply slip may be delivered by hand, by post or by fax. Completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the Annual General Meeting.
3. A shareholder entitled to attend and vote at the Annual General 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.
4. 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 Annual General Meeting 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 Annual General Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of H Shares in respect of the H Shares shall be accepted to the exclusion of the votes of the other registered holders.
5. 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.
6. In order to be valid, a form of proxy must be deposited at the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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.
7. The Annual General Meeting (or any adjournment thereof) is expected to be concluded within a day. Shareholders or their proxies attending the Annual General Meeting (or any adjournment thereof) shall be responsible for their own travelling and accommodation expenses.

*As at the date of this notice, the executive Directors are Mr. Li Peng and Mr. Weng Jianxing; the non-executive Directors are Mr. Zhuang Wei, Mr. Qian Cheng and Mr. Sun Luran; 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 made by the Exchange from time to time 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 GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcement" pages for 7 days from the date of this posting and it will be also posted on the Company's website at [www.fyleasing.com](http://www.fyleasing.com).*