

# 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)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 15 MAY 2018 (OR ANY ADJOURNMENT THEREOF)

Number of H shares to which this form of proxy relates <sup>(Note 1)</sup>	H shares
--	----------

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_ (address as shown in the register of members) being registered holder(s) of \_\_\_\_\_ H shares <sup>(Note 3)</sup> of RMB1.00 each of FY FINANCIAL (SHENZHEN) CO., LTD. (the "Company") hereby appoint the chairman of the meeting or <sup>(Note 4)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_ as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Annual General Meeting") to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the People's Republic of China at 10:30 a.m. on Tuesday, 15 May 2018 or at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of Annual General Meeting dated 29 March 2018, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
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.			
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 "Supervisor") 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.			

Date \_\_\_\_\_ 2018 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

*Notes:*

1. Please insert the number of H shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
3. Please insert the number of H shares registered in your name(s).
4. If any proxy other than the chairman of the meeting is preferred, delete the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his behalf. In the event that two or more persons (other than the chairman of the meeting) are named as proxies and the words “the chairman of the meeting and/or” are not deleted, those words and references shall be deemed to have been deleted. A proxy need not be a shareholder of the Company. A shareholder who has appointed more than one proxies may only have one proxy vote for each share. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED: “ABSTAIN”.** The shares abstained will be counted in the calculation of the required majority. Any vote which is not filled or filled wrongly or with unrecognisable writing or not cast will be counted as “ABSTAINED”. Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. A member is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly. The total number of shares referred to in the three boxes for the same resolution cannot exceed the number of Shares stated above as held by you. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice of Annual General Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this form of proxy is signed by your attorney, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
7. Where there are joint holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, for holders of H Shares, this form of proxy, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the H Share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be), i.e., before 10:30 a.m. on Monday, 14 May 2018.
9. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Annual General Meeting or any adjournment thereof (as the case may be) if you so wish.
10. To attend and represent the shareholder(s) at the meeting, the proxy so appointed must produce beforehand his identification document and any power of attorney duly signed by his appointor(s) or the legal representative(s) of his appointor(s). The power of attorney must state the date of issuance.