

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 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 2018 (the “**Annual General Meeting**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) will be held at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Thursday, 25 April 2019 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 2018.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2018.
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 2018 and to declare a final dividend of RMB0.05 per share of the Company.
5. To consider and approve the annual budget plan of the Company for the year ending 31 December 2019.
6. To consider and approve the annual report of the Company for the year ended 31 December 2018.

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 renewal of the general mandate in relation to the future subscriptions of financial product.

SPECIAL RESOLUTION

9. To consider and approve the proposed amendments to the articles of associations of the Company.

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

Shenzhen, the PRC, 7 March 2019

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 Tuesday, 26 March 2019 to Thursday, 25 April 2019, 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 Monday, 25 March 2019.

Shareholders whose names appear on the register of members of H Shares on Thursday, 25 April 2019 are entitled to attend and vote at the Annual General Meeting.

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 Friday, 5 April 2019. 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, Mr. Weng Jianxing and Ms. Wang Ying; 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 Stock 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 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.