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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 APRIL 2019, PAYMENT OF FINAL DIVIDEND, RENEWAL OF THE GENERAL MANDATE IN RELATION TO THE FUTURE SUBSCRIPTIONS OF FINANCIAL PRODUCT AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) is pleased to announce the poll results of the annual general meeting for the year 2018 (the “**AGM**”) of the Company 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..

Reference is made to the notice of the AGM and the circular (the “**Circular**”) of the Company, both dated 7 March 2019. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The AGM was convened by the Board. Mr. Li Peng, an executive Director of the Company, was the chairman of the AGM and presided over the above meeting. There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders were required under the GEM Listing Rules to abstain from voting. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM. The convening, holding and voting of the AGM were all in compliance with the requirements of the PRC Company Law and other relevant PRC laws and regulations and the Articles of Association. For details of the resolutions considered at the AGM, please refer to the Circular.

THE AGM

As at the date of the AGM, the Company's total shares in issue were 359,340,000 (including 120,000,000 domestic Shares, 89,840,000 H Shares and 149,500,000 unlisted foreign Shares), which entitled the holders to attend the AGM and vote for or against or abstain from voting on the resolutions (“**Resolutions**”) proposed thereat. Shareholders and proxies of Shareholders attending the AGM held a total of 269,500,000 voting Shares, representing approximately 75.00% of the total number of issued Shares.

POLL RESULTS OF THE AGM

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
1.	To consider and approve the report of the Board of the Company for the year ended 31 December 2018.	269,500,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018.	269,500,000 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the final financial accounts of the Company for the year ended 31 December 2018.	269,500,000 (100%)	0 (0%)	0 (0%)
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.	269,500,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the financial budget plan of the Company for the year ending 31 December 2019.	269,500,000 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
6.	To consider and approve the annual report of the Company for the year ended 31 December 2018.	269,500,000 (100%)	0 (0%)	0 (0%)
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 authorize the Board to determine its remuneration.	269,500,000 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the renewal of the general mandate in relation to the future subscriptions of financial product.	269,500,000 (100%)	0 (0%)	0 (0%)
Special Resolution		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
9.	To consider and approve the proposed amendments to the Articles of Association.	269,500,000 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 1 to 8, these resolutions were duly passed as ordinary resolutions.

As more than two thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolution numbered 9, this resolution was duly passed as a special resolution.

Payment of Final Dividend

Following the approval by the Shareholders at the AGM, the Board is pleased to announce the payment of a final dividend of RMB0.05 (including tax) per Share for the year ended 31 December 2018, with a total amount of RMB17,967,000 (including tax) (“**Final Dividend**”). Details are as follows:

- (1) The Company will pay the Final Dividend in cash to the Shareholders whose names appear on the register of members of H Shares after the close of business on Friday, 10 May 2019.
- (2) The Company is expected to pay the Final Dividend on Friday, 21 June 2019. Final Dividend on H Shares will be paid in Hong Kong Dollars, converted at the central parity exchange rate of RMB against Hong Kong Dollars published by the People’s Bank of China on the date of the AGM (i.e., HK\$1.00 = RMB0.8584). Therefore, the Final Dividend payable on H Shares is HK\$0.0582 (tax inclusive) per H Share.
- (3) 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, 6 May 2019 to Friday, 10 May 2019, both days inclusive, during which period no Share transfers can be registered. In order to be eligible for entitlement of the Final Dividend, 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, 3 May 2019.
- (4) The Company has appointed Tricor Investor Services Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Final Dividend declared by the Company on behalf of the H Shareholders. The dividend of H Shareholders for 2018 will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar, Tricor Investor Services Limited, by ordinary mail to all the H Shareholders at their own risk on or before Friday, 21 June 2019.

(5) Taxes

- (i) 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.
- (ii) Pursuant to the requirements of the Notice on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994] No.020) (關於個人所得稅若干政策問題的通知(財稅字[1994]020號)) jointly promulgated by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are 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 or pay individual income tax on behalf of individual Shareholders whose names appear on the register of members of H shares when the Company distributes the Final Dividend. 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.

Renewal of the General Mandate in relation to the Future Subscriptions of Financial Product

Upon approval of the renewal of the Product C Subscription Mandate at the AGM, the Product C Subscription Mandate shall be valid for a period of twelve (12) months from the date of the AGM.

Proposed Amendments to the Articles of Association

Upon approval at the AGM, the Board is pleased to announce that the proposed amendments to the Articles of Association were duly passed as a special resolution with effect from the date of the AGM. For details of the proposed amendments to the Articles of Associations, please refer to the Circular.

In compliance with the requirements of the Articles of Association and the GEM Listing Rules, BDO Limited, the auditor of the Company, two Shareholders' representatives and one supervisor of the Company acted as the scrutineers for the vote-taking at the AGM.

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

Shenzhen, the PRC, 25 April 2019

As at the date of this announcement, 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 announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the GEM's website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of its posting and it will be also posted on the Company's website at www.fyleasing.com.