

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**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, 17 July 2018 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. “**THAT:**

- (1) the general mandate in relation to the future subscriptions (the “**Future Subscriptions**”) of the Financial Product C (as defined in the circular of the Company dated 28 May 2018 (the “**Circular**”) on one or more occasions to the extent that the maximum daily balance of the principal amount of the Financial Product C at any time during the period of twelve (12) months from the date of passing this resolution (the “**Mandate Period**”) shall not exceed RMB102,480,000 (equivalent to approximately HK\$126,534,140) by the Company (the “**Subscription Mandate**”) from time to time during the Mandate Period on the following conditions:
 - (i) the investment period of the Future Subscription(s) will accommodate to the short-term available idle funds, i.e., idle funds generally being available for seven days or less, and be subject to the prerequisite that all funding requirements from the Company’s normal and ordinary business operations have been fulfilled;
 - (ii) the Future Subscription(s) will only be conducted with the product portfolio that could generate the highest overall investment return during the same specific investment period under the Subscription Mandate, and only when such overall investment return is higher than those generated from the other available financial products with similar investment periods as that of the Financial Product C, such as the Financial Product A and the Financial Product B (both as defined in the Circular);
 - (iii) the Future Subscription(s) will be conducted on normal commercial terms and will be fair and reasonable and in the interests of the Company and the shareholders as a whole;

- (iv) the consideration for the Future Subscription(s) pursuant to the Subscription Mandate will be funded by the idle fund of the Group (as defined in the Circular) and will be settled in cash; and
- (v) the Future Subscription(s) will only be conducted when the annualised rate of return of the Financial Product C is higher than the bank deposit interest rate in the PRC at the relevant time.

be and is hereby approved.

- (2) the directors of the Company (the “**Directors**”) be and are hereby authorised for and on behalf of the Company to exercise all the powers of the Company to effect the Subscription Mandate from time to time during the Mandate Period, to determine, decide, execute and implement with full discretion all matters relating to the Future Subscription(s), including but not limited to the number of batches of subscriptions, the total principal amount to be subscribed for in each subscription, and the timing of each subscription, and the Directors be and are hereby authorised to do all such acts and things, including but not limited to the execution of all documents, which the Directors deem necessary, appropriate or desirable, to implement and give effect to the Future Subscription(s) and the transactions contemplated thereunder or in connection with the exercise of the Subscription Mandate.”

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

Shenzhen, the PRC, 28 May 2018

Notes:

1. For determining the entitlement to attend and vote at the Meeting, the register of members of H Shares (the “**H Shares**”) of the Company will be closed from Monday, 18 June 2018 to Tuesday, 17 July 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 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, 15 June 2018.

Shareholders whose names appear on the register of members of H Shares of the Company after the close of business on Friday, 15 June 2018 are entitled to attend and vote at the Meeting.

2. Holders of H Shares who intend to attend the Meeting (or any adjournment thereof) should complete and lodge the accompanying reply slip and return it to the Company’s H Share Registrar not later than 20 days before the date of Meeting, i.e., on or before Wednesday, 27 June 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 Meeting.
3. A shareholder entitled to attend and vote at the 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 of the Company.
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 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 Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of H Shares of the Company in respect of the 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 Meeting (or any adjournment thereof) is expected to be concluded within a day. Shareholders or their proxies attending the 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 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 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.