

# 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 EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, 18 DECEMBER 2017

Number of H shares to which this form of proxy relates <sup>1</sup>	
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I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_ (address as shown in the register of members) being shareholder(s) of FY FINANCIAL (SHENZHEN) CO., LTD. (the "**Company**") hereby appoint the chairman of the meeting or<sup>3</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_

as my/our proxy/proxies to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "**Extraordinary General Meeting**") to be held at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC at 3:30 p.m. on Monday, 18 December 2017 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of Extraordinary General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
1	<p>To consider and approve the following resolution in respect of continuing connected transactions:</p> <p><b>"THAT</b>, as set out in the circular dated 3 November 2017 issued by the Company to its shareholders (the "<b>Circular</b>"):</p> <p>(a) the with-recourse commercial factoring agreement dated 9 October 2017 (the "<b>Factoring Agreement I</b>") entered into between 杉杉富銀商業保理有限公司 (Shan Shan Fullin Factoring Co., Ltd.) ("<b>Fullin Factoring</b>") as factor and 北京市龍鼎華源房地產開發有限責任公司 (Beijing City Longding Huayuan Property Development Co., Ltd.) ("<b>Longding Huayuan</b>") as customer, pursuant to which Fullin Factoring has agreed to provide the accounts receivable factoring services for Longding Huayuan for a term of three years commencing from the Effective Date with a facility in the factoring principal amount of RMB41,800,000, a copy of which has been produced to the meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(b) the revised annual caps for the Finance Lease Agreements I and the annual caps for the Factoring Agreement I for each of the four years ending 31 December 2020 as set out in the Circular be and is hereby approved; and</p> <p>(c) all other transactions to be entered into by the Company and/or its subsidiaries as contemplated under the Factoring Agreement I be and are hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute any other documents for and on behalf of the Company, and to sign all such security documents, other documents, instruments and agreements and to do all such acts or things as he/she/they consider necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to the Factoring Agreement I or the transactions contemplated thereunder."</p>			

Date \_\_\_\_\_ 2017

Signature(s)<sup>5</sup> \_\_\_\_\_

#### Notes:

- Please insert the number of 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).
- Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
- 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 proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**

4. **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 Extraordinary General Meeting other than those referred to in the notice of Extraordinary General Meeting.
5. 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.
6. 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.
7. 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 Company’s Hong Kong H Share registrar, 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 Extraordinary General Meeting or any adjournment thereof (as the case may be).
8. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Extraordinary General Meeting or any adjournment thereof (as the case may be) if you so wish.
9. 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.