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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)

NOTICE OF EXTRORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary 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 Monday, 18 December 2017 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

- (1) To consider and approve the following resolution in respect of continuing connected transactions:

“**THAT**, as set out in the circular dated 3 November 2017 issued by the Company to its shareholders (the “**Circular**”):

- (a) the with-recourse commercial factoring agreement dated 9 October 2017 (the “**Factoring Agreement I**”) entered into between 杉杉富銀商業保理有限公司 (Shan Shan Fullin Factoring Co., Ltd.) (“**Fullin Factoring**”) 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.) (“**Longding Huayuan**”) 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;
- (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
- (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.”

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

Hong Kong, 3 November 2017

Notes:

1. For determining the entitlement to attend and vote at the above meeting, the register of members of H Shares of the Company will be closed from Friday, 17 November 2017 to Monday, 18 December 2017, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of H Shares must lodge all transfer documents of H Shares accompanied by the relevant H share certificates at the Company’s Hong Kong H Share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 November 2017.

Shareholders whose names appear on the register of members of H Shares of the Company after the close of business on Thursday, 16 November 2017 are entitled to attend and vote at the EGM. Dayuan Tiandi and its associates shall abstain from voting on the resolution to be put at the EGM.

2. Holder of H Share who intend to attend the EGM 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 Tuesday, 28 November 2017. 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 EGM.
3. A shareholder entitled to attend and vote at the above 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, 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 Company's Hong Kong 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 EGM is expected to last for an hour. Shareholders (in person or by proxy) attending the meeting shall be responsible for their own travelling and accommodation expenses.

As at the date of this notice, the executive Directors are Mr. Li Peng and Mr. Weng Jianxing; the non-executive Director is Mr. Zhuang Wei, Mr. Qian Cheng, Ms. Hui Ying and Mr. Sun Luran; and the independent non-executive Directors are Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen.