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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)

**(1) PROPOSED TRANSFER OF LISTING
FROM GEM TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is pleased to announce that on 30 August 2019, it has approved, among other things, the Transfer of Listing pursuant to Chapter 9A of and Appendix 28 to the Main Board Listing Rules.

The Transfer of Listing is subject to the approvals from the Shareholders and the Stock Exchange, and the filing with and/or approvals from the relevant PRC government authorities (if any).

The EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting will be convened for the Shareholders to consider and if thought fit, to approve, among other things, (i) the Transfer of Listing; (ii) the Articles Amendments; and (iii) the granting of authorization to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above. A circular containing, among other matters, the relevant information in relation to the Transfer of Listing and Articles Amendments together with notices convening the EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting will be despatched to the Shareholders as soon as practicable.

The Company would like to emphasize that (i) the Transfer of Listing is only at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalized; and (ii) the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that the approval for the Transfer of Listing will be obtained from, among others, the Stock Exchange, the relevant PRC government authorities (if any), and the Shareholders in the EGM, Domestic and Unlisted Foreign Shareholders Class Meeting and H Shareholders Class Meeting. Accordingly, Shareholders and potential investors of the Company should be aware that the Transfer of Listing may or may not be proceeded with and/or completed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the H Shares.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the SFO. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Transfer of Listing.

PROPOSED TRANSFER OF LISTING

Background

The Board is pleased to announce that on 30 August 2019, it has approved, among other things, the Transfer of Listing pursuant to Chapter 9A of and Appendix 28 to the Main Board Listing Rules.

The Transfer of Listing is subject to the approvals from the Shareholders and the Stock Exchange, and the filing with and/or approvals from the relevant PRC government authorities (if any). The EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting will be convened for the Shareholders to consider and if thought fit, to approve, among other things, (i) the Transfer of Listing; (ii) the Articles Amendments; and (iii) the granting of authorization to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above.

Reasons for the Transfer of Listing

The H Shares have been listed on GEM since 23 May 2017. The Group is principally engaged in the provision of finance leasing, factoring, advisory services and customer referral services and the supply of medical equipment in the PRC.

The Directors believe that the Transfer of Listing will promote the corporate profile of the Group and increase the Company's brand awareness and market reputation, which in turn will enhance the Group's ability to secure quality customers and reinforce the Group's stakeholders' and investors' confidence in the Group. The listing of the H Shares on the Main Board will also improve the trading liquidity of the H Shares as well as the fund raising capability of the Company. The Directors are of the view that the Transfer of Listing will be beneficial to the future growth and business development of the Group and thus is in the interest of the Company and its Shareholders as a whole.

As at the date of this announcement, the Board has no immediate plans to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve any issue of new Shares.

Requirements under the PRC laws and regulations

According to the existing Articles and the relevant PRC laws and regulations, Shareholders' approval is required for the Transfer of Listing and the Articles Amendments. A special resolution in relation to the Transfer of Listing will be proposed at the EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting respectively for approval.

Conditions for Transfer of Listing

The Transfer of Listing is subject to, among other things, the following conditions:

- (i) the Company's fulfillment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules and the relevant rules and regulations in Hong Kong and the PRC;
- (ii) the obtaining of the Shareholders' approvals at each of the EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting in respect of the Transfer of Listing and the Articles Amendments;
- (iii) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (iv) the filing with and/or obtaining of all other relevant consents or approvals from the relevant PRC government authorities (if any) which are required in connection with the Transfer of Listing and/or Articles Amendments.

The Company shall submit a written report in respect of the Transfer of Listing to the CSRC within 15 working days upon listing of and commencement of dealings in the H Shares on the Main Board.

THE ARTICLES AMENDMENTS

The Articles Amendments will, among others, give the effect in complying with the requirements of the Main Board Listing Rules and the relevant regulations in the PRC and Hong Kong. A special resolution in relation to the Articles Amendments will be proposed at the EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting respectively for approval. Subject to the passing of the special resolution at the EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting respectively, and the approvals from the relevant government authorities (if any), the Articles Amendments will come into effect upon the listing of and commencement of dealing in H Shares on the Main Board. If the Company does not proceed with the Transfer of Listing, the Articles Amendments will not come into effect and the existing Articles will continue to be in full force.

A circular containing, among other matters, the relevant information in relation to the Transfer of Listing and the Articles Amendments, together with notices convening the EGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting will be despatched to the Shareholders as soon as practicable.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the SFO. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the proposed Transfer of Listing.

The Company would like to emphasize that (i) the Transfer of Listing is only at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalized; and (ii) the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that the approval for the Transfer of Listing will be obtained from, among others, the Stock Exchange, the relevant PRC government authorities (if any), and the Shareholders in the EGM, Domestic and Unlisted Foreign Shareholders Class Meeting and H Shareholders Class Meeting. Accordingly, Shareholders and potential investors of the Company should be aware that the Transfer of Listing may or may not be proceeded with and/or completed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the H Shares.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Articles”	the articles of association of the Company prevailing from time to time
“Articles Amendments”	the proposed amendments to the Articles to comply with the relevant requirements of the Main Board Listing Rules which will become effective upon the date of listing of and commencement of dealing in H Shares on the Main Board
“Board”	the board of Directors
“Company”	FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司), a joint stock company established in the PRC with limited liability whose H Shares are currently listed on GEM (stock code: 8452)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic and Unlisted Foreign Shareholders Class Meeting”	the class meeting of Domestic Shareholders and Unlisted Foreign Shareholders to be convened and held to consider and, if thought fit, to approve, among other things, the Transfer of Listing, the Articles Amendments and the granting of the relevant authorization to the Board
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.0 each, which are subscribed for and fully paid up in RMB by PRC natural persons or entities established under the laws of the PRC and all of which have not been listed on the Stock Exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Shares

“EGM”	the extraordinary general meeting to be convened and held to consider and, if though fit, to approve, among other things, the Transfer of Listing, the Articles Amendments and the granting of the relevant authorization to the Board
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.0 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholder(s)”	holders of H Shares
“H Shareholders Class Meeting”	the class meeting of H Shareholders to be convened and held to consider and, if thought fit, to approve, among other things, the Transfer of Listing, the Articles Amendments and the granting of the relevant authorization to the Board
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange which is responsible for the Main Board listing matters
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Domestic Share(s), Unlisted Foreign Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares, including the Domestic Shareholder(s), the Unlisted Foreign Shareholder(s) and the H Shareholder(s), unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of the listing of the H Shares from GEM to the Main Board
“Unlisted Foreign Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in a currency other than Renminbi by persons other than PRC natural persons or entities established under the laws of the PRC and which are currently not listed or traded on any stock exchange
“Unlisted Foreign Shareholder(s)”	holder(s) of Unlisted Foreign Shares

By Order of the Board
FY FINANCIAL (SHENZHEN) CO., LTD.
Zhuang Wei
Chairman

Shenzhen, the PRC, 30 August 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 (Chairman), 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 of The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Securities on the Stock Exchange 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 “Latest Company Announcements” pages of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the Company’s website at www.fyleasing.com.