

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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8452)

**NOTICE OF THE DOMESTIC AND UNLISTED FOREIGN
SHAREHOLDERS CLASS MEETING**

NOTICE IS HEREBY GIVEN that the class meeting of the domestic and unlisted foreign shareholders (the “**Domestic and Unlisted Foreign Shareholders Class Meeting**”) of FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司) (the “**Company**”) will be held at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Thursday, 24 October 2019 at 10:30 a.m. (or as soon as the extraordinary general meeting of the Company to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 9 September 2019 (the “**Circular**”) shall have the same meaning herein:

SPECIAL RESOLUTIONS

- (1) to consider and approve the Transfer of Listing;
- (2) to consider and approve the Articles Amendments; and
- (3) to consider and approve the Authorisation to the Board.

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

Shenzhen, the PRC, 9 September 2019

Notes:

1. For determining the entitlement to attend and vote at the above meeting, the register of members of Domestic and Unlisted Foreign Shares of the Company will be closed from Tuesday, 24 September 2019 to Thursday, 24 October 2019, 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 Domestic Shares and Unlisted Foreign Shares must lodge all transfer documents of Domestic Shares and Unlisted Foreign Shares accompanied by the relevant Domestic and Unlisted Foreign Share certificates at the Company's principal place of business in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC not later than 4:30 p.m. on Monday, 23 September.

Shareholders whose names appear on the register of members of Domestic Shares and Unlisted Foreign Shares of the Company after the close of business on Monday, 23 September 2019 are entitled to attend and vote at the Domestic and Unlisted Foreign Shareholders Class Meeting.

2. Holder of Domestic Shares and Unlisted Foreign Share who intend to attend the Domestic and Unlisted Foreign Shareholders Class Meeting should complete and lodge the accompanying reply slip and return it to the Company's principal place of business in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC not later than 20 days before the date of meeting, i.e., on or before Friday, 4 October 2019. 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 Domestic and Unlisted Foreign Shareholders Class Meeting.
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 Domestic Shares and Unlisted Foreign 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 principal place of business in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC 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 Domestic and Unlisted Foreign Shareholders Class Meeting 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, Mr. Weng Jianxing and Ms. Wang Ying; the non-executive Director is 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 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 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.