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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 limited 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 (“EGM”) 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 Thursday, 24 October 2019 at 11:30 a.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 9 September 2019 issued by the Company to its shareholders (the “**Circular**”):

- (a) the with-recourse commercial factoring agreement dated 9 August 2019 (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 上海快韻企業管理有限公司 (Shanghai Kuaijie Enterprise Management Co., Ltd.), (“**Shanghai Kuaijie**”) as seller, pursuant to which Fullin Factoring has agreed to provide the accounts receivable factoring services for Shanghai Kuaijie with a facility in the factoring principal amount of RMB15,000,000 for a term of two years commencing from the Effective Date (as defined in the Circular), 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 with-recourse commercial factoring agreement dated 9 August 2019 (the “**Factoring Agreement II**”, together with the Factoring Agreement I, the “**Factoring Agreements**”) entered into between Fullin Factoring as factor and Shanghai Kuaiyi Mingshang Enterprise Development Co., Ltd. (上海快易名商企業發展股份有限公司) (“**Shanghai Kuaiyi Mingshang**”) as seller, pursuant to which Fullin Factoring has agreed to provide the accounts receivable factoring services for Shanghai Kuaiyi Mingshang with a facility in the factoring principal amount of RMB10,000,000 for a term of two years commencing from the Effective Date (as defined in the Circular), a copy of which has been produced to the meeting and marked “B” 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;
- (c) the proposed annual caps for the Factoring Agreements on an aggregated basis for each of the three years ending 31 December 2021 as set out in the Circular be and is hereby approved; and
- (d) all other transactions to be entered into by the Company and/or its subsidiaries as contemplated under the Factoring Agreements 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 Agreements or the transactions contemplated thereunder.”

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

Hong Kong, 9 September 2019

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 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 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 September 2019.

Shareholders whose names appear on the register of members of H shares of the Company after the close of business on Monday, 23 September 2019 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. Holders 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 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 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 54, 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, 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.