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)

FORM OF PROXY FOR USE AT THE DOMESTIC AND UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING TO BE HELD ON THURSDAY, 24 OCTOBER 2019 AT 10:30 A.M. (OR AT ANY ADJOURNMENT THEREOF)

Number of domestic or unlisted foreign shares to which this form or proxy relates *(Note 1)*	Domestic/ unlisted foreign share *(Note 11)*

I/We *(Note 2)* _____
of _____
being the registered holder(s) of _____ domestic share(s)/unlisted foreign share(s) *(Notes 3 and 11)* of RMB1.00 each of FY Financial (Shenzhen) Co., Ltd. (the "**Company**"), hereby appoint the chairman of the meeting or *(Note 4)* _____
of _____
as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the class meeting of the domestic shareholders and the unlisted foreign shareholders of the Company (the "**Domestic and Unlisted Foreign Shareholders Class Meeting**") to 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) or at any adjournment thereof as hereunder indicated in respect of the resolution set out in the notice convening the Domestic and Unlisted Foreign Shareholders Class Meeting dated Monday, 9 September 2019, and, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*	ABSTAIN *(Note 5)*
1.	to consider and approve the proposed transfer of listing of the H shares of the Company from GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") to the Main Board of Stock Exchange (the "**Transfer of Listing**")			
2.	to consider and approve the proposed amendments (the "**Articles Amendments**") to the articles of association of the Company			
3.	to consider and approve the granting of authorisation to the board of directors of the Company to deal with matters relevant to the Transfer of Listing and the Articles Amendments (the details and extent of such authorisation are set out in Appendix II to the circular of the Company dated 9 September 2019)			

Date this _____ day of _____, 2019 Signature(s) *(Note 6)* _____

Notes:

1. Please insert the number of domestic and/or unlisted foreign 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).
2. Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in **BLOCK LETTERS.**
3. Please insert the number of domestic and/or unlisted foreign shares registered in your name(s).
4. 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 shareholder who has appointed more than one proxies may only has one proxy vote for each share. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **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 Domestic and Unlisted Foreign Shareholders Class Meeting other than those referred to in the notice of Domestic and Unlisted Foreign Shareholders Class Meeting.
6. 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.
7. 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.
8. In order to be valid, 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 principal place of business in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC not less than 24 hours before the time appointed for the Domestic and Unlisted Foreign Shareholders Class or any adjournment thereof (as the case may be), i.e., before 10:30 a.m. on Wednesday, 23 October 2019.
9. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the Domestic and Unlisted Foreign Shareholders Class or any adjournment thereof (as the case may be) if you so wish.
10. 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.
11. Please delete as appropriate.