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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)**

**POLL RESULTS OF THE RESOLUTION PASSED AT THE EXTRAORDINARY  
GENERAL MEETING HELD ON 24 OCTOBER 2019**

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”), both dated 9 September 2019. Capitalised terms used herein shall have the same respective meanings as those defined in the above documents unless the context requires otherwise.

The Board is pleased to announce that the Company held the EGM at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Thursday, 24 October 2019. The proposed resolution set out in the notice of the EGM dated 9 September 2019 was duly passed by way of poll at the EGM.

## **POLL RESULTS OF THE EGM**

As at the date of the EGM, the Company's total number of shares in issue was 359,340,000 (including 120,000,000 Domestic Shares, 89,840,000 H Shares and 149,500,000 Unlisted Foreign Shares), which entitled the holders to attend the EGM and vote for or against or abstain from voting on the resolutions proposed thereat. The Shareholders and proxies of Shareholders attending the EGM held a total of 189,700,000 voting Shares, representing approximately 52.79% of the total number of issued Shares as at the date of the EGM.

The EGM was convened by the Board. Ms. Wang Ying, an executive Director, was the chairman of the EGM and presided over the EGM.

Dayuan Tiandi, being a substantial shareholder of the Company interested in 80,000,000 Domestic Shares representing approximately 22.26% of the total issued Shares as at the date of the EGM, together with its associates, have abstained from voting on the ordinary resolution proposed at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against or abstain from voting on the ordinary resolution proposed at the EGM was 279,340,000 Shares, representing approximately 77.74% of the total issued Shares as at the date of the EGM.

Saved as disclosed above, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the EGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the resolutions proposed at the EGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders were required under the GEM Listing Rules to abstain from voting. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the EGM. The convening, holding and voting of the EGM were all in compliance with the requirements of the PRC Company Law and other relevant PRC laws and regulations and the Articles of Association. For details of the resolutions considered at the EGM, please refer to the Circular.

The poll results in respect of the ordinary resolution proposed at the EGM was as follows:

Ordinary Resolution		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
1.	<p>To consider and approve the following resolution in respect of continuing connected transactions:</p> <p>“THAT, as set out in the Circular dated 9 September 2019 issued by the Company to its shareholders:</p> <p>(a) the with-recourse commercial factoring agreement dated 9 August 2019 (the “<b>Factoring Agreement I</b>”) entered into between 杉杉富銀商業保理有限公司 (Shan Shan Fullin Factoring Co., Ltd.) (“<b>Fullin Factoring</b>”) as factor and 上海快韻企業管理有限公司 (Shanghai Kuaijie Enterprise Management Co., Ltd.), (“<b>Shanghai Kuaijie</b>”) 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;</p>	189,700,000 (100%)	0 (0%)	0 (0%)

Ordinary Resolution		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
	<p>(b) the with-recourse commercial factoring agreement dated 9 August 2019 (the “<b>Factoring Agreement II</b>”, together with the Factoring Agreement I, the “<b>Factoring Agreements</b>”) 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) (“<b>Shanghai Kuaiyi Mingshang</b>”) 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;</p> <p>(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</p>			

<b>Ordinary Resolution</b>		<b>Number of Votes and Percentage of Total Number of Votes</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
	(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.”			

As more than 50% of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the resolution numbered 1, such resolution was duly passed as an ordinary resolution.

In compliance with the requirements of the Articles of Association and the GEM Listing Rules, BDO Limited, the auditor of the Company, two Shareholders' representatives and one supervisor of the Company acted as the scrutineers for the vote-taking at the EGM.

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

Shenzhen, the PRC, 24 October 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, 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 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 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 GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcement" page for at least 7 days from the date of its posting and it will be also posted on the Company's website at [www.fyleasing.com](http://www.fyleasing.com).*