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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)

**PROPOSED TRANSFER OF LISTING
FROM GEM TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

This announcement is made by the Company pursuant to Rules 9.26 and 17.10 of the GEM Listing Rules and Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 24 December 2019 for the Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules. The Transfer of Listing will not involve any issue of new Shares.

Shareholders and potential investors of the Company should be aware that the implementation of the Proposed 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 approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the Company may or may not proceed with the Transfer of Listing. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the H Shares.

PROPOSED TRANSFER OF LISTING

This announcement is made by the Company pursuant to Rules 9.26 and 17.10 of the GEM Listing Rules and Part XIVA of the SFO.

Reference is made to the Announcements and Circular.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 24 December 2019 for the Transfer of Listing pursuant to Chapter 9A of and Appendix 28 to the Main Board Listing Rules.

REASONS FOR THE TRANSFER OF LISTING

The H Shares have been listed on GEM since 23 May 2017. The Group is a financial services company with a focus on providing equipment-based finance leasing, factoring, advisory services, 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.

NO CHANGE IN CONTROL

Since the listing of the H Shares on GEM on 23 May 2017 and up to the date of this announcement, Shanshan HK, Shanshan, Shanshan Group, Ningbo Yonggang, Shanshan Holding, Qinggang Investment, Mr. Zheng and Ms. Zhou have been the Controlling Shareholders of the Company, who, in aggregate, are interested in 149,500,000 Unlisted Foreign Shares, representing approximately 41.6% of the total number of Shares in issue.

The Company confirms that there has been no change in control of the Company since the listing of the Shares on GEM and up to the date of this announcement.

CONDITIONS FOR THE 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.

As at the date of this announcement, relevant Shareholders' approvals in respect of the Transfer of Listing and the Articles Amendments have been duly obtained. For details, please refer to the Announcements and the Circular.

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.

LISTING RULES IMPLICATIONS

There has been no change in the Company's principal business and Controlling Shareholders since the listing of the H Shares on GEM and therefore, pursuant to Rule 9A.01A of the Main Board Listing Rules and the transitional arrangements set out in Appendix 28 to the Main Board Listing Rules, the Company is qualified as an Eligible Issuer (as defined in the Main Board Listing Rules) and is not required to publish a listing document.

The Company has appointed Innovax Capital Limited as its sponsor in relation to the Transfer of Listing.

GENERAL

The Board would like to emphasise that the definitive timetable for the Transfer of Listing has yet to be finalised. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors of the Company informed of the progress of the Transfer of Listing as and when appropriate.

Shareholders and potential investors of the Company should be aware that 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 approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the Company may or may not proceed with the Transfer of Listing. Shareholders and potential investors of the Company are 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:

“Announcements”	the announcement of the Company dated 30 August 2019 and the poll results announcement of the Company dated 24 October 2019 in respect of, among other things, the Transfer of Listing and the Articles Amendments
“Articles Amendments”	the 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
“Articles”	the articles of association of the Company prevailing from time to time
“Board”	the board of Directors
“Circular”	the circular of the Company dated 9 September 2019 in respect of, among other things, the Transfer of Listing and the Articles Amendments
“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)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Main Board Listing Rules and the GEM Listing Rules and, in the context of this announcement, means Shanshan HK, Shanshan, Shanshan Group, Ningbo Yonggang, Shanshan Holding, Qinggang Investment, Mr. Zheng and Ms. Zhou

“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 convened and held on 24 October 2019 approving, among other things, the Transfer of Listing and the Articles Amendments
“Domestic 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 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 convened and held on 24 October 2019 approving, among other things, the Transfer of Listing and the Articles Amendments
“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 RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and currently listed on GEM
“H Shareholder(s)”	holder(s) of H Shares

“H Shareholders Class Meeting”	the class meeting of H Shareholders convened and held on 24 October 2019 approving, among other things, the Transfer of Listing and the Articles Amendments
“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
“Mr. Zheng”	Mr. Zheng Yonggang (鄭永剛), one of the Controlling Shareholders
“Ms. Zhou”	Ms. Zhou Jiqing (周繼青), one of the Controlling Shareholders
“Ningbo Yonggang”	Ningbo Yonggang Clothing Investment Co., Ltd. (寧波甬港服裝投資有限公司), a company established in the PRC on 27 April 2005 and one of the Controlling Shareholders. It is owned as to 97.34% by Shanshan Holding and the remaining by certain employees and ex-employees of Shanshan
“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
“Qinggang Investment”	Ningbo Qinggang Investment Co., Ltd. (寧波青剛投資有限公司), a company established in the PRC on 1 September 2014 and one of the Controlling Shareholders. It is owned as to 51% by Mr. Zheng and 49% by Ms. Zhou

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanshan”	Ningbo Shanshan Co., Ltd. (寧波杉杉股份有限公司), a joint stock limited company established in the PRC on 14 December 1992 whose shares are listed and traded on the Shanghai Stock Exchange (上海證券交易所) with the stock code of 600884 and one of the Controlling Shareholders. It is owned as to 32.69% by Shanshan Group, 7.18% by Shanshan Holding, 0.04% by Mr. Zheng and the remaining by other public shareholders
“Shanshan Group”	Shanshan Group Co., Ltd. (杉杉集團有限公司), a company established in the PRC on 28 June 1994 and one of our Controlling Shareholders. It is owned as to 62.96% by Ningbo Yonggang, 17.14% by Shanshan Holding and the remaining by certain Independent Third Parties
“Shanshan Holding”	Shanshan Holding Co., Ltd. (杉杉控股有限公司), a company established in the PRC on 30 August 2004 and one of our Controlling Shareholders. It is owned as to 61.81% by Qinggang Investment, 2.20% by Longyou Shunlong Investment Co., Ltd. (龍游順龍投資有限公司) and the remaining by certain employees of Shanshan through the respective companies controlled by them
“Shanshan HK”	Hong Kong Shanshan Resources Company Limited (香港杉杉資源有限公司), a company incorporated in Hong Kong on 27 July 2009, a wholly-owned subsidiary of Shanshan, and one of the Controlling Shareholders
“Shareholder(s)”	holder(s) of the Shares, including holder(s) of the Domestic Shares, the Unlisted Foreign Shares and/or the H Shares, unless specified otherwise
“Share(s)”	Domestic Share(s), Unlisted Foreign Shares and H Share(s)
“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, 24 December 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.