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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on the notice period of the general meeting, shareholders’ proposal right and convening procedures for joint stock limited companies incorporated in China and listed overseas shall be unified and governed by the relevant regulations under the Company Law of the People’s Republic of China, instead of the regulations under Articles 20 to 22 of the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》).

In view of the changes in regulatory requirement and in light of the actual situation of the Company, the board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby proposes to amend Article 37, Article 72, Article 73, Article 75 and Article 113 of the Articles of Association of the Company (the “**Articles of Association**”) in relation to the registration of transfer of shares before convention of a shareholders’ general meeting or decision to distribute dividends, notices and procedures for convening a shareholders’ general meeting, and notices and procedures for holding a class meeting (the “**Proposed Amendments**”).

Set forth below are details of the Proposed Amendments (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

No.	Original Article	Amended Article
Article 37	<p>No alteration of the register of shareholders due to the transfer of shares shall be registered within thirty (30) days before the convention of shareholders' general meetings or five (5) days before the base day of which the Company decides to distribute dividends. Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.</p>	<p>No alteration of the register of shareholders due to the transfer of shares shall be registered within thirty (30) days before the convention of shareholders' general meetings or five (5) days before the base day of which the Company decides to distribute dividends. Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.</p> <p><u>Where laws and regulations and the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail.</u></p>
Article 72	<p>Where a shareholders' general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p>	<p>Where a shareholders' <u>annual</u> general meeting is convened by the Company, it shall issue a written notice <u>at least 20 clear business</u> 45 days prior to the meeting <u>and when the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting</u> to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the shareholders' general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p>

No.	Original Article	Amended Article
Article 73	<p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the shareholders' general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the shareholders' general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the shareholders' general meeting.</p> <p>An extraordinary general meeting shall not decide on matters that have not been stated in the notice of the meeting</p>	<p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the shareholders' general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the shareholders' general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the shareholders' general meeting.</p> <p>An extraordinary <u>general</u> meeting shall not decide on matters that have not been stated in the notice of the meeting</p>

No.	Original Article	Amended Article
Article 75	<p>The notice of a shareholders' general meeting shall be served to shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of domestic shares and unlisted foreign shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by CSRC within a period of 45 to 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares and unlisted foreign shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.</p>	<p>The notice of a shareholders' general meeting shall be served to shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of domestic shares and unlisted foreign shares, the notice of a shareholders' general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by CSRC within a period of 45 to 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares and unlisted foreign shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Listing Rules of the Stock Exchange and under the permission expressly given by the shareholders.</p>

No.	Original Article	Amended Article
Article 113	<p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p>	<p>When the Company is to hold a class meeting, a <u>notice shall be given at least 20 clear business days before the date of the annual general meeting and at least 10 clear business days or 15 days (whichever is longer) before the date of the extraordinary general meeting to notify</u> it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p>

The Board is of the view that the Proposed Amendments are in the interests of the Company and its shareholders as a whole.

The Proposed Amendments comprise amendments to five provisions of the Articles of Association and are subject to the approval by the shareholders of the Company by way of a special resolution at each of the forthcoming annual general meeting (the “AGM”), the class meeting of domestic shareholders and unlisted foreign shareholders, and the class meeting of the H shareholders of the Company (the “Class Meetings”) to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020. Prior to the passing of the relevant resolution at each of the AGM and the Class Meetings, the prevailing Articles of Association shall remain valid.

The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

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

Hong Kong, 26 March 2020

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Li Peng (李鵬)

Mr. Weng Jianxing (翁建興)

Ms. Wang Ying (王瑩)

Non-executive Directors:

Mr. Zhuang Wei (莊巍)

Mr. Qian Cheng (錢程)

Mr. Sun Luran (孫路然)

Independent non-executive Directors:

Mr. Fung Che Wai Anthony (馮志偉)

Mr. Hon Leung (韓亮)

Mr. Liu Shengwen (劉升文)

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 of Hong Kong Limited 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” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.fyleasing.com.