

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in FY Financial (Shenzhen) Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy and the reply slip, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019**  
**WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019**  
**FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019**  
**PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2019**  
**FINANCIAL BUDGET PLAN FOR THE YEAR 2020**  
**ANNUAL REPORT FOR THE YEAR 2019**  
**RE-APPOINTMENT OF EXTERNAL AUDITOR**  
**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF THE ANNUAL GENERAL MEETING AND**  
**THE CLASS MEETINGS**

Terms used in the cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

The notices of convening the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 10:00 a.m., 10:30 a.m. (or as soon as the AGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) and 11:00 a.m. (or as soon as the Domestic and Unlisted Foreign Shareholders Class Meeting to be convened at the same date and place at 10:30 a.m. shall conclude or adjourn) respectively are set out on page 15 to 21 of this circular. A form of proxy for use at each of the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting is also enclosed. Such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.fyleasing.com](http://www.fyleasing.com)).

Whether or not you are able to attend the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting in person, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Tuesday, 28 April 2020; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and/or the Domestic and Unlisted Foreign Shareholders Class Meeting and/or the H Shareholders Class Meeting or any adjournment thereof (as the case may be) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

If you intend to attend the AGM and/or the Domestic and Unlisted Foreign Shareholders Class Meeting and/or the H Shareholders Class Meeting, or any adjournment thereof in person or by proxy, you are required to complete and return the reply slips to Tricor Investor Services Limited, the H Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Shareholders) or the Company's head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC (for Domestic Shareholders and Unlisted Foreign Shareholders) on or before Tuesday, 28 April 2020.

31 March 2020

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the board of Directors
“Class Meetings”	the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting
“Company”	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 PRC with limited liability and the H Shares of which are listed on GEM
“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 to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 10:30 a.m. (as soon as the AGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn), to consider and if appropriate, to approve the resolution contained in the notice of the class meeting of holder of Domestic Shares and Unlisted Foreign Shares which is set out on pages 18 to 19 of this circular, or any adjournment thereof
“ 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 Share(s)
“GEM”	the Growth Enterprise Market operated by the Stock Exchange

## DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Group”	the Company, together with its subsidiaries
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company in Hong Kong
“H Share(s)”	the 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 are listed on GEM
“H Shareholders”	holder(s) of the H Shares
“H Shareholders Class Meeting”	the class meeting of H Shareholders to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 11:00 a.m. (or as soon as the Domestic and Unlisted Foreign Shareholders Class Meeting to be convened at the same date and place at 10:30 a.m. shall conclude or adjourn), to consider and if appropriate, to approve, the resolution contained in the notice of the class meeting of holders of H Shares which is set out on pages 20 to 21 of this circular, or any adjournment thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of and not connected with (within the meaning of the GEM Listing Rules) any Directors, supervisors, chief executive or substantial shareholders of the Company, its subsidiaries and their respective associates
“Latest Practicable Date”	27 March 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

## DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC” or “China” or the “People’s Republic of China”	the People’s Republic of China, and for the purposes of this circular, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan region
“RMB”	Renminbi, the lawful currency of the PRC
“Shares(s)”	Domestic Share(s), Unlisted Foreign Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“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 RMB 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
“%”	percent

LETTER FROM THE BOARD

**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)**

*Executive Directors:*

Mr. Li Peng (李鵬)

Mr. Weng Jianxing (翁建興)

Ms. Wang Ying (王瑩)

*Registered office*

Room 201, Block A

No.1 Qianwan First Road

Qianhai Shenzhen-Hong Kong Cooperation Zone

Shenzhen, Guangdong

PRC

*Non-executive Directors:*

Mr. Zhuang Wei (莊巍)

Mr. Qian Cheng (錢程)

Mr. Sun Luran (孫路然)

*Principal place of business in Hong Kong:*

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wanchai

Hong Kong

*Independent non-executive Directors:*

Mr. Fung Che Wai Anthony (馮志偉)

Mr. Hon Leung (韓亮)

Mr. Liu Shengwen (劉升文)

31 March 2020

*To the Shareholders*

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019  
PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2019  
FINANCIAL BUDGET PLAN FOR THE YEAR 2020  
ANNUAL REPORT FOR THE YEAR 2019  
RE-APPOINTMENT OF EXTERNAL AUDITOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING AND  
THE CLASS MEETINGS**

**1. INTRODUCTION**

The purpose of this circular is to give the notices of the AGM and the Class Meetings and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolutions at the AGM and the Class Meetings.

## LETTER FROM THE BOARD

### **2. MATTERS TO BE RESOLVED AT THE AGM AND THE CLASS MEETINGS**

Ordinary resolutions to be approved by the Shareholders at the AGM include:

- (1) Work Report of the Board of Directors for the year 2019
- (2) Work Report of the Supervisory Committee for the year 2019
- (3) Final financial accounts for the year 2019
- (4) Profit and dividend distribution plan for the year 2019
- (5) Financial budget plan for the year 2020
- (6) Annual report for the year 2019
- (7) Re-appointment of BDO Limited as the external auditor of the Company for the year 2020

Special resolution to be approved by the Shareholders at the AGM include:

- (8) Proposed amendments to the Articles of Association

The resolution number (8) is also subject to approval by Shareholders at each of the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting by way of a special resolution.

### **3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2019**

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year 2019. The full text of the work report of the Board of Directors for the year 2019 is set out in the section headed "Report of the Directors" of the annual report of the Company for the year 2019, which was despatched together with this circular.

### **4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019**

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2019. The full text of the work report of the Supervisory Committee for the year 2019 is set out in the section headed "Report of the Supervisory Committee" of the annual report of the Company for the year 2019, which was despatched together with this circular.

### **5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019**

An ordinary resolution will be proposed to the AGM to approve the final financial accounts of the Company for the year 2019. The full text of the final financial accounts for the year 2019 is set out in the annual results announcement of the Company for the year 2019 published by the Company on 27 March 2020 and the annual report of the Company for the year 2019 which was despatched together with this circular.



## LETTER FROM THE BOARD

### 6. PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2019

On 27 March 2020, the Board proposed to pay a final dividend of RMB0.05 per Share for the year ended 31 December 2019 with an aggregate amount of RMB17,967,000 (the “**Final Dividend**”). The Board recommended to distribute the Final Dividend in cash to the Shareholders whose name appear on the register of members of H Shares after the close of business on Tuesday, 2 June 2020. The distribution of the Final Dividend is subject to the approval of Shareholders at the AGM.

For determining the entitlement of the Shareholders of the Final Dividend, the transfer books and register of members of H Share will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020, both days inclusive, during which period no Share transfers can be registered. In order to be eligible for entitlement of the Final Dividend, subject to the passing of the relevant resolutions at the AGM, unregistered holders of H Shares should ensure that all transfer documents of H Shares accompanied by the relevant H Share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 May 2020.

Shareholders whose names appear on the register of members of H Shares after the close of business on Tuesday, 2 June 2020 are entitled to the Final Dividend subject to the passing of the relevant resolutions at the AGM.

An ordinary resolution will be proposed at the AGM to approve and authorise the Board to implement the aforementioned profit and dividend distribution plan of the Company for the year 2019.

Pursuant to the Enterprise Income Tax Law of the PRC effective from 1 January 2008 and its implementation provisions and the Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Offshore Nonresident Enterprise Holders of H Shares (Guo Shui Han [2008] No. 897) 《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號) promulgated on 6 November 2008, the Company is obliged to withhold and remit enterprise income tax at a rate of 10% when it distributed the Final Dividend to the non-resident enterprise Shareholders whose names are registered in the register of members of H Shares. Any Share which is not registered in the name of individual H Shareholders, including the HKSCC Nominees Limited, other agents or trustees, or other organisations and entities is deemed as Shares held by non-resident enterprise Shareholders. Thus, enterprise income tax will be deducted from their dividends payable. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

## LETTER FROM THE BOARD

Pursuant to the requirements of the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994]020) (財政部、國家稅務總局關於個人所得稅若干政策問題的通知(財稅字[1994]020號)) promulgated by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax on dividends or bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, the Company will not withhold and pay the individual income tax on behalf of individual Shareholders when the Company distributes the Final Dividend to individual Shareholders whose names appear on the register of members of H Shares.

The Company takes no responsibility and disclaim any liability for any claims arising from the taxation status or tax treatment of individual H Shareholders and any claims arising from failure to determine in time or inaccurate determination on the taxation status or tax treatment of individual H Shareholders, or any disagreements regarding the withholding mechanism or arrangement.

### **7. FINANCIAL BUDGET PLAN FOR THE YEAR 2020**

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2020.

The Company plans to control the total operating expenses and capital expenses for the year 2020 at approximately RMB51.36 million and nil, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2020. The actual expenditures shall be based on the actual prices charged and the prevailing market conditions at the relevant time.

### **8. ANNUAL REPORT FOR THE YEAR 2019**

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2019. The annual report for the year 2019 was despatched together with this circular.

### **9. RE-APPOINTMENT OF EXTERNAL AUDITOR**

An ordinary resolution will be proposed at the AGM to approve the re-appointment of BDO Limited as the external auditor of the Company for a term of office until the conclusion of the next annual general meeting of the Company, and authorise the Board to determine its audit fees.

## LETTER FROM THE BOARD

### 10. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 March 2020 in relation to the proposed amendments to the Articles of Association. 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 proposed to amend Article 37, Article 72, Article 73, Article 75 and Article 113 of 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**").

The Proposed Amendments comprise amendments to five provisions of the Articles of Association and are subject to the approval by the Shareholders by way of a special resolution at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting respectively. Prior to the passing of the relevant resolution at the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting, 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.

Details of the Proposed Amendments are set out in Appendix I to this circular.

### 11. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the AGM and the Class Meetings shall be voted by poll. Votes may be given either personally or by proxy.

## LETTER FROM THE BOARD

### 12. RECOMMENDATION

The Board of Directors considers that the resolutions to be proposed at the AGM and the Class Meetings are in the interests of the Company and the Shareholders as a whole, and accordingly the Board of Directors recommends you to vote in favour of all the resolutions at the AGM and the Class Meetings.

### 13. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### 14. AGM AND CLASS MEETINGS

The notices of convening the AGM, the Domestic and Unlisted Foreign Shareholders Class Meeting and the H Shareholders Class Meeting are set out on page 15 to 21 of this circular. A form of proxy for use at each of the AGM and the Class Meetings is also enclosed. Such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.fyleasing.com](http://www.fyleasing.com)).

Whether or not you are able to attend the AGM and/or the Class Meetings in person, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Tuesday, 28 April 2020; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and/or the Class Meetings or any adjournment thereof (as the case may be) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

If you intend to attend the AGM and/or the Domestic and Unlisted Foreign Shareholders Class Meeting and/or the H Shareholders Class Meeting, or any adjournment thereof in person or by proxy, you are required to complete and return the reply slips to Tricor Investor Services Limited, the H Share Registrar (for H Shareholders) or the Company's head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC (for Domestic Shareholders and Unlisted Foreign Shareholders) on or before Tuesday, 28 April 2020.

## LETTER FROM THE BOARD

### 15. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the AGM and the respective Class Meetings, the transfer books and register of members of Shares will be closed from Saturday, 18 April 2020 to Monday, 18 May 2020, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM and the respective Class Meetings, all transfer documents of Shares accompanied by the relevant share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Shareholders) or the Company's head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC (for Domestic Shareholders and Unlisted Foreign Shareholders) for registration not later than 4:30 p.m. on Friday, 17 April 2020.

Shareholders whose names appear on the register of members of Shares after the close of business on Friday, 17 April 2020 are entitled to attend and vote at the AGM and the respective Class Meetings.

For determining the entitlement of the Shareholders of the Final Dividend, the transfer books and register of members of Shares will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020, both days inclusive, during which period no Share transfers can be registered. In order to be eligible for entitlement of the Final Dividend, subject to the passing of the relevant resolutions at the AGM, unregistered holders of H Shares should ensure that all transfer documents of H Shares accompanied by the relevant H Share certificates must be lodged with the H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 May 2020.

Shareholders whose names appear on the register of members of the Shares after the close of business on Tuesday, 2 June 2020 are entitled to the Final Dividend subject to the passing of the relevant resolutions at the AGM.

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

**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Details of the Proposed Amendments are set out as follows (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><del>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.</del></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> <del>45</del> 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)</u> before the date of 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. <del>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.</del></p>

**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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><del>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.</del></p> <p>An <u>extraordinary general</u> meeting shall not decide on matters that have not been stated in the notice of the meeting</p>

**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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 <del>within a period of 45 to 50 days before convening the meeting.</del> 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>



**APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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, <u>a 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> <del>it shall issue a written notice 45 days prior to the meeting informing</del> 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. <del>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.</del></p> <p><del>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.</del></p>

## NOTICE OF THE ANNUAL GENERAL MEETING

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

### 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 ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting for the year 2019 (the "Annual General Meeting") of FY Financial (Shenzhen) Co., Ltd. (the "Company") will be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year ended 31 December 2019.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2019.
4. To consider, approve and authorise the Board to implement the profit and dividend distribution plan of the Company for the year ended 31 December 2019 and to declare a final dividend of RMB0.05 per share of the Company.
5. To consider and approve the financial budget plan of the Company for the year ending 31 December 2020.
6. To consider and approve the annual report of the Company for the year ended 31 December 2019.
7. To consider and approve the re-appointment of BDO Limited as the Company's auditor for a term of office till the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.

#### SPECIAL RESOLUTION

8. To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 31 March 2020.

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

The People's Republic of China, 31 March 2020

## NOTICE OF THE ANNUAL GENERAL MEETING

*Notes:*

1. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of H shares of the Company (the “**H Shares**”) will be closed from Saturday, 18 April 2020 to Monday, 18 May 2020, both days inclusive, during which period no H Share transfers will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of H Shares must lodge all transfer documents of H Shares accompanied by the relevant H Share certificates at the H Share registrar of the Company in Hong Kong, Tricor Investor Services Limited (the “**H Share Registrar**”), at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 April 2020.

Shareholders whose names appear on the register of members of H Shares after the close of business on Friday, 17 April 2020 are entitled to attend and vote at the Annual General Meeting.

2. Holders of the Company’s shares who intend to attend the Annual General Meeting (or any adjournment thereof) should complete and lodge the accompanying reply slip and return it to the H Share Registrar (for H Shares) and the Company’s head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC (for domestic shares and unlisted foreign shares of the Company) not later than 20 days before the date of Annual General Meeting, i.e., on or before Tuesday, 28 April 2020. 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 Annual General Meeting.
3. A shareholder entitled to attend and vote at the Annual General 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.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, at the Annual General Meeting 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 Annual General Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of H Shares in respect of the H 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 H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H Shares) or the Company’s head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC (for holders of the domestic shares and unlisted foreign shares of the Company) 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 Annual General Meeting (or any adjournment thereof) is expected to be concluded within a day. Shareholders or their proxies attending the Annual General Meeting (or any adjournment thereof) shall be responsible for their own travelling and accommodation expenses.

## NOTICE OF THE ANNUAL GENERAL MEETING

*As at the date of this notice, 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 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 of 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 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](http://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](http://www.fyleasing.com).*

## NOTICE OF THE DOMESTIC AND UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING

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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 THE DOMESTIC AND UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING**

Notice is hereby given that a class meeting of holders of domestic and unlisted foreign shares (the "**Domestic and Unlisted Foreign Shareholders Class Meeting**") of FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司) (the "**Company**") will be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 10:30 a.m. (or as soon as the annual general meeting of the Company to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution:

#### **SPECIAL RESOLUTION**

1. To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 31 March 2020.

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

The People's Republic of China, 31 March 2020

#### *Notes:*

1. For determining the entitlement to attend and vote at the Domestic and Unlisted Foreign Shareholders Class Meeting, the register of members of domestic shares (the "**Domestic Shares**") and unlisted foreign shares (the "**Unlisted Foreign Shares**") of the Company (together, the "**Domestic and Unlisted Foreign Shares**") will be closed from Saturday, 18 April 2020 to Monday, 18 May 2020, both days inclusive, during which period no share transfers will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of Domestic Shares and Unlisted Foreign Shares must lodge all transfer documents of Domestic Shares and Unlisted Foreign Shares accompanied by the relevant Domestic Share and Unlisted Foreign Share certificate at the Company's head office in the People's Republic of China (the "**PRC**") at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC for registration not later than 4:30 p.m. on Friday, 17 April 2020.

Holders of Domestic Shares and Unlisted Foreign Shares whose names appear on the register of members of Domestic Shares and Unlisted Foreign Shares after the close of business on Friday, 17 April 2020 are entitled to attend and vote at the above meeting.

## NOTICE OF THE DOMESTIC AND UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING

2. Holders of Domestic Shares and Unlisted Foreign Shares who intend to attend the Domestic and Unlisted Foreign Shareholders Class Meeting should complete and lodge the accompanying reply slip and return it to the Company's head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC not later than 20 days before the date of the above meeting, i.e., on or before Tuesday, 28 April 2020. 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 holder of Domestic Shares and Unlisted Foreign Shares to attend and vote at the above meeting.
3. Holders of Domestic Shares and Unlisted Foreign Shares entitled to attend and vote at the Domestic and Unlisted Foreign Shareholders Class 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 holder of Domestic Shares and Unlisted Foreign Shares.
4. Where there are joint registered holders of any Domestic Shares and Unlisted Foreign Shares, any one of such joint holders may vote, either in person or by proxy, at the Domestic and Unlisted Foreign Shareholders Class Meeting 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 above meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of Domestic Shares and Unlisted Foreign Shares in respect of such 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 head office in the PRC at Room 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC 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 Domestic and Unlisted Foreign Shareholders Class Meeting. Completion and return of the form of proxy shall not preclude holders of Domestic Shares and Unlisted Foreign Shares from attending and voting in person at the above meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. The Domestic and Unlisted Foreign Shareholders Class Meeting is expected to be concluded in an hour. Holders of Domestic Shares and Unlisted Foreign Shares or their proxies attending the above 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 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 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 of 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 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](http://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](http://www.fyleasing.com).*

## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

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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 THE H SHAREHOLDERS CLASS MEETING

Notice is hereby given that a class meeting of holders of H Shares (the “**H Shareholders Class Meeting**”) of FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)股份有限公司) (the “**Company**”) will be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020 at 11:00 a.m. (or as soon as the class meeting of the domestic shareholders and unlisted foreign shareholders of the Company to be convened at the same date and place at 10:30 a.m. shall conclude or adjourn) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution:

### **SPECIAL RESOLUTION**

1. To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 31 March 2020.

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

The People’s Republic of China, 31 March 2020

#### *Notes:*

1. For determining the entitlement to attend and vote at the H Shareholders Class Meeting, the register of members of H shares of the Company (the “**H Shares**”) will be closed from Saturday, 18 April 2020 to Monday, 18 May 2020, both days inclusive, during which period no share transfers will 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 certificate at the H Share registrar of the Company in Hong Kong, 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 Friday, 17 April 2020.

Holders of H Shares whose names appear on the register of members of H Shares after the close of business on Friday, 17 April 2020 are entitled to attend and vote at the above meeting.

## NOTICE OF THE H SHAREHOLDERS CLASS MEETING

2. Holders of H Shares who intend to attend the H Shareholders Class Meeting should complete and lodge the accompanying reply slip and return it to the H Share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 20 days before the date of the above meeting, i.e., on or before Tuesday, 28 April 2020. 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 holder of H Shares to attend and vote at the above meeting.
3. Holder of H Shares entitled to attend and vote at the H Shareholders Class 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 holder of H Shares.
4. Where there are joint registered holders of any H Shares, any one of such joint holders may vote, either in person or by proxy, at the H Shareholders Class Meeting 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 above meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of H Shares in respect of such 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 H Share registrar of the Company in Hong Kong, 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 H Shareholders Class Meeting. Completion and return of the form of proxy shall not preclude holders of H Shares from attending and voting in person at the above meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
7. The H Shareholders Class Meeting is expected to be concluded in an hour. Shareholders or their proxies attending the above 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 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 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 of 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 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.*

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