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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 ANNUAL GENERAL MEETING AND  
CLASS MEETINGS HELD ON 18 MAY 2020,  
PAYMENT OF FINAL DIVIDEND,  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the notice of the annual general meeting (the “**AGM**”), the notices of class meetings of holders of H shares (the “**H Shareholders Class Meeting**”) and holders of domestic and unlisted foreign shares (the “**Domestic and Unlisted Foreign Shareholders Class Meeting**”) (collectively, the “**Class Meetings**”) and the circular (the “**Circular**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”), all dated 31 March 2020. Capitalised terms used herein shall have the same respective meanings as those defined in the above documents unless the context requires otherwise.

The Board of Directors is pleased to announce that the Company held the AGM and the Class Meetings at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Monday, 18 May 2020. All the proposed resolutions set out in the respective notices of the AGM and the Class Meetings dated 31 March 2020 were duly passed by way of poll at the AGM and the Class Meetings.

**I. POLL RESULTS OF THE AGM**

As at the date of the AGM, the 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 AGM and vote for or against or abstain from voting on the resolutions proposed thereat. The Shareholders and proxies of Shareholders attending the AGM held a total of 252,500,000 voting Shares, representing approximately 70.27% of the total number of issued Shares as the date of the AGM.

The AGM was convened by the Board. Mr. Li Peng, an executive Director, was the chairman of the AGM and presided over the AGM. There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the resolutions proposed at the AGM 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 AGM. The convening, holding and voting of the AGM were all in compliance with the requirements of the PRC Company Law, other relevant PRC laws and regulations and the Articles of Association. For details of the resolutions considered at the AGM, please refer to the Circular.

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2019.	252,500,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019.	252,500,000 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the final financial accounts of the Company for the year ended 31 December 2019.	252,500,000 (100%)	0 (0%)	0 (0%)
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.	252,500,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the financial budget plan of the Company for the year ending 31 December 2020.	252,500,000 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the annual report of the Company for the year ended 31 December 2019.	252,500,000 (100%)	0 (0%)	0 (0%)

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes and Percentage of Total Number of Votes</b>		
		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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.	252,500,000 (100%)	0 (0%)	0 (0%)
<b>SPECIAL RESOLUTION</b>		<b>Number of Votes and Percentage of Total Number of Votes</b>		
		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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.	252,500,000 (100%)	0 (0%)	0 (0%)

As more than one half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 1 to 7, these resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolution numbered 8, this resolution was duly passed as a special 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 AGM.

## **II. POLL RESULTS OF THE DOMESTIC AND UNLISTED FOREIGN SHAREHOLDERS CLASS MEETING**

As at the date of the Domestic and Unlisted Foreign Shareholders Class Meeting, the total number of Domestic Shares and Unlisted Foreign Shares in issue was 269,500,000, which entitled the Domestic Shareholders and Unlisted Foreign Shareholders to attend the Domestic and Unlisted Foreign Shareholders Class Meeting and vote for or against or abstain from voting on the resolution proposed thereat. The Domestic Shareholders and Unlisted Foreign Shareholders and proxies of Domestic Shareholders and Unlisted Foreign Shareholders attending the Domestic and Unlisted Foreign Shareholders Class Meeting held a total of 252,500,000 voting Domestic Shares and Unlisted Foreign Shares, representing approximately 93.69% of the total number of issued Domestic Shares and Unlisted Foreign Shares as at the date of the Domestic and Unlisted Foreign Shareholders Class Meeting.

The Domestic and Unlisted Foreign Shareholders Class Meeting was convened by the Board. Mr. Li Peng, an executive Director, was the chairman of the Domestic and Unlisted Foreign Shareholders Class Meeting and presided over the above meeting. There was no restriction on any Domestic Shareholder or Unlisted Foreign Shareholder casting votes on any of the proposed resolution at the Domestic and Unlisted Foreign Shareholders Class Meeting. There were no Domestic Shares or Unlisted Foreign Shares entitling the Domestic Shareholders or Unlisted Foreign Shareholders to attend but abstain from voting in favour of any of the resolution proposed at the Domestic and Unlisted Foreign Shareholders Class Meeting as set out in Rule 17.47A of the GEM Listing Rules. None of the Domestic Shareholders or Unlisted Foreign Shareholders were required under the GEM Listing Rules to abstain from voting. None of the Domestic Shareholders or Unlisted Foreign Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolution at the Domestic and Unlisted Foreign Shareholders Class Meeting. The convening, holding and voting of the Domestic and Unlisted Foreign Shareholders Class Meeting were all in compliance with the requirements of the PRC Company Law, other relevant PRC laws and regulations and the Articles of Association. For details of the resolution considered at the Domestic and Unlisted Foreign Shareholders Class Meeting, please refer to the Circular.

SPECIAL RESOLUTION		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
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.	252,500,000 (100%)	0 (0%)	0 (0%)

As more than two-thirds of the votes from the Domestic Shareholders and Unlisted Foreign Shareholders (including their proxies) attending the Domestic and Unlisted Foreign Shareholders Class Meeting were cast in favour of the resolution numbered 1, this resolution was duly passed as a special 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 Domestic and Unlisted Foreign Shareholders Class Meeting.

### III. POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

As at the date of the H Shareholders Class Meeting, the total number of H Shares in issue was 89,840,000, which entitled the H Shareholders to attend the H Shareholders Class Meeting and vote for or against or abstain from voting on the resolution proposed thereat. The H Shareholders and proxies of H Shareholders attending the H Shareholders Class Meeting held a total of 4,000 voting H Shares, representing approximately 0.0045% of the total number of issued H Shares as the date of the H Shareholders Class Meeting.

The H Shareholders Class Meeting was convened by the Board. Mr. Li Peng, an executive Director, was the chairman of the H Shareholders Class Meeting and presided over the above meeting. There was no restriction on any H Shareholder casting votes on any of the proposed resolution at the H Shareholders Class Meeting. There were no H Shares entitling the H Shareholders to attend but abstain from voting in favour of any of the resolution proposed at the H Shareholders Class Meeting 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 H Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolution at the H Shareholders Class Meeting. The convening, holding and voting of the H Shareholders Class Meeting were all in compliance with the

requirements of the PRC Company Law, other relevant PRC laws and regulations and the Articles of Association. For details of the resolution considered at the H Shareholders Class Meeting, please refer to the Circular.

SPECIAL RESOLUTION		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
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.	4,000 (100%)	0 (0%)	0 (0%)

As more than two-thirds of the votes from the H Shareholders (including their proxies) attending the H Shareholders Class Meeting were cast in favour of the resolution numbered 1, this resolution was duly passed as a special 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 H Shareholders Class Meeting.

#### IV. PAYMENT OF FINAL DIVIDEND

Following the approval by the Shareholders at the AGM, the Board is pleased to announce the payment of a final dividend of RMB0.05 (including tax) per Share for the year ended 31 December 2019, with a total amount of RMB17,967,000 (including tax) ("**Final Dividend**"). Details are as follows:

- (1) The Company will pay the Final Dividend in cash to the Shareholders whose names appear on the register of members of Shares after the close of business on Tuesday, 2 June 2020.
- (2) The Company is expected to pay the Final Dividend on or before Tuesday, 14 July 2020. Final Dividend on Domestic Shares and Unlisted Foreign Shares will be paid in RMB; Final Dividend on H Shares will be paid in Hong Kong Dollars, converted at the central parity exchange rate of RMB against Hong Kong Dollars published by the People's Bank of China on the date of the AGM (i.e., HK\$1.00 = RMB0.9163). Therefore, the Final Dividend payable on H Shares is HK\$0.0546 (tax inclusive) per H Share.

- (3) For determining the entitlement of the H Shareholders of the Final Dividend, the transfer books and register of members of H 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, 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.
- (4) The Company has appointed Tricor Investor Services Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Final Dividend declared by the Company on behalf of the H Shareholders. The dividend of H Shareholders for 2019 will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar, Tricor Investor Services Limited, by ordinary mail to all the H Shareholders at their own risk on or before Tuesday, 14 July 2020.
- (5) Taxes
- (i) 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 Non-resident Enterprise Holders of H Shares (Guo Shui Han [2008] No. 897) 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.

- (ii) Pursuant to the requirements of Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994]020) 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.

### **Amendments to the Articles of Association**

Upon approval at the AGM and the Class Meetings, the Board is pleased to announce that the proposed amendments to the Articles of Association were duly passed as a special resolution with effect from the date of the AGM. For details of the proposed amendments to the Articles of Association, please refer to the Circular. The full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company in due course.

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

Shenzhen, the PRC, 18 May 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 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).*