

# 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)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 14 OCTOBER 2020 AT 10:30 A.M. (OR ANY ADJOURNMENT THEREOF)

Number of and type of shares to which this form of proxy relates <sup>(Note 1)</sup>	H shares/domestic shares/ unlisted foreign shares <sup>(Note 1)</sup>
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I/We <sup>(Note 2)</sup> \_\_\_\_\_ (name)  
of (address as shown in the register of members) \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H share(s)/domestic share(s)/unlisted foreign share(s)<sup>(Note 3)</sup> of  
RMB1.00 each of FY FINANCIAL (SHENZHEN) CO., LTD. (the "Company") hereby appoint the chairman of the meeting or <sup>(Note 4)</sup>

(name) of (address) \_\_\_\_\_  
as my/our proxy/proxies to vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") to be held at Room 2903A, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen, Guangdong, the PRC on Wednesday, 14 October 2020 at 10:30 a.m. or any adjournment thereof as hereunder indicated in respect of the resolution set out in the notice of the EGM dated 25 September 2020, and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To approve, confirm and ratify (a) the Asset Transfer Agreement (as defined in the circular of the Company dated 25 September 2020) and the transactions contemplated thereunder; (b) the Lease Agreement (as defined in the circular of the Company dated 25 September 2020) and the transactions contemplated thereunder; and (c) the directors of the Company be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Asset Transfer Agreement and the Lease Agreement, and the respective transactions contemplated thereunder.			

Date \_\_\_\_\_ 2020 Signature <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

1. Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
3. Please insert the number and type of shares registered in your name(s).
4. If any proxy other than the chairman of the meeting is preferred, delete the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Shareholder of the Company may appoint one or more proxies to attend and vote on his behalf. In the event that two or more persons (other than the chairman of the meeting) are named as proxies and the words "the chairman of the meeting or" are not deleted, those words and references shall be deemed to have been deleted. A proxy need not be a shareholder of the Company. Shareholder of the Company who has appointed more than one proxy may only have one proxy vote for each share. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED: "ABSTAIN".** The shares abstained will be counted in the calculation of the required majority. Any vote which is not filled or filled wrongly or with unrecognisable writing or not cast will be counted as "ABSTAINED". Failure to complete the boxes will entitle your voting proxy to cast his vote at his discretion. A shareholder is entitled to one vote for every fully-paid share held and a shareholder entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly. The total number of shares referred to in the three boxes for the same resolution cannot exceed the number of shares stated above as held by you. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice of EGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director or an attorney duly authorised to sign the same. If this form of proxy is signed by your attorney, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
7. Where there are joint holders of any shares of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy, together with the notarised power of attorney or other document of authorisation (if any), must be delivered 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 (for holders of H shares of the Company) or 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 holders of domestic shares and/or unlisted foreign shares of the Company), not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be), i.e., before 10:30 a.m. on Tuesday, 13 October 2020.
9. Completion and delivery of a form of proxy will not preclude you from attending and/or voting at the EGM or any adjournment thereof (as the case may be) if you so wish.
10. To attend and represent the shareholder(s) of the Company at the meeting, the proxy so appointed must produce beforehand his identification document and any power of attorney duly signed by his appointor(s) or the legal representative(s) of his appointor(s). The power of attorney must state the date of issuance.