

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, 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 2020
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020
PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2020
FINANCIAL BUDGET PLAN FOR THE YEAR 2021
ANNUAL REPORT FOR THE YEAR 2020
RE-APPOINTMENT OF EXTERNAL AUDITOR
ELECTION OR RE-ELECTION OF DIRECTORS
ELECTION OR RE-ELECTION OF SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of coronavirus disease (COVID-19) pandemic, the following measures will be implemented at the AGM:

- mandatory body temperature check;
- compliance with the latest epidemic prevention policy requirement of the PRC government and presentation of the corresponding health certificate;
- mandatory wearing of surgical face masks; and
- no refreshments for attendees.

The Company reserves the right to deny entry into or require any person to leave the AGM venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is having a body temperature of over 37.4 degree Celsius; and/or (iii) has any flu-like symptoms.

For the health and safety of Shareholders, the Company would like to encourage the Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

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

A notice convening the AGM to be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Wednesday, 12 May 2021 at 10:30 a.m. is set out on pages 30 to 33 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.fyleasing.com).

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM 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 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.

29 March 2021

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 10:30 a.m. on Wednesday, 12 May 2021
“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
“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 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
“GEM”	GEM operated by the Stock Exchange
“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(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and are listed on the GEM
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company in Hong Kong
“H Shareholders”	holder(s) of the H Shares

DEFINITIONS

“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
“Latest Practicable Date”	23 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM
“Nomination Committee”	the nomination committee of the Company
“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
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in this circular
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Shares(s)”	the ordinary share(s) with nominal value of RMB1.00 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company

DEFINITIONS

“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
“%”	percent

If there is any inconsistency between the Chinese names of the entities, companies or legal entities incorporated in the PRC mentioned in this circular and their English translations, the Chinese name shall prevail. The English translation of the Chinese names of such entities, companies or legal entities are provided for illustration purposes only.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the outbreak of coronavirus disease (COVID-19) pandemic (the “**COVID-19 Pandemic**”), to safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM:

- Each attendee will be required to undergo a mandatory body temperature check and sign a health declaration form before entering the AGM venue. Any person with a body temperature above 37.4 degree Celsius, or is exhibiting flu-like symptoms, may be denied entry into the AGM venue and be required to leave the AGM venue.
- Shareholders, proxies and other attendees are required to comply with the latest epidemic prevention policy requirements of the PRC government and present the corresponding health certificate. Any person who does not comply with this requirement will be required to leave the AGM venue.
- Shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement will be required to leave the AGM venue.
- No refreshments will be served at the AGM.

Shareholders who are feeling unwell are advised not to attend the AGM.

For the health and safety of Shareholders, the Company would like to encourage the Shareholders to appoint the chairman of the AGM as their proxy to vote on the resolution at the AGM, instead of attending the AGM in person.

As the COVID-19 Pandemic continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time. Shareholders are advised to check the Company’s website at www.fyleasing.com for further announcements and updates on the AGM arrangements that may be issued.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19 Pandemic.

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)

Head office in the PRC:

Room 1603, Cheung Kei Building

No. 128 Xinzhou 11th Street

Futian District, 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, Dah Sing Financial Centre

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)

29 March 2021

To the Shareholders

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020
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AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give the notice of the AGM 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.

LETTER FROM THE BOARD

2. MATTERS TO BE RESOLVED AT THE AGM

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

- (1) Work Report of the Board of Directors for the year 2020
- (2) Work Report of the Supervisory Committee for the year 2020
- (3) Final financial accounts for the year 2020
- (4) Profit and dividend distribution plan for the year 2020
- (5) Financial budget plan for the year 2021
- (6) Annual report for the year 2020
- (7) Re-appointment of BDO Limited as the external auditor of the Company for the year 2021
- (8) Election or re-election of Directors of the third session of the Board
- (9) Election or re-election of Supervisors (excluding the employee representative Supervisor) of the third session of the Supervisory Committee

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

- (10) Proposed amendments to the Articles of Association

3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year 2020. The full text of the work report of the Board of Directors for the year 2020 is set out in the section headed "Report of the Directors" of the annual report of the Company for the year 2020, which was despatched together with this circular.

4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2020. The full text of the work report of the Supervisory Committee for the year 2020 is set out in the section headed "Report of the Supervisory Committee" of the annual report of the Company for the year 2020, which was despatched together with this circular.

LETTER FROM THE BOARD

5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the final financial accounts of the Company for the year 2020. The full text of the final financial accounts for the year 2020 is set out in the annual results announcement of the Company for the year 2020 published by the Company on 23 March 2021 and the annual report of the Company for the year 2020 which was despatched together with this circular.

6. PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2020

On 23 March 2021, the Board proposed to pay a final dividend of RMB0.003 per Share for the year ended 31 December 2020 with an aggregate amount of RMB1,078,020 (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 the Company after the close of business on Monday, 31 May 2021. 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 the Company will be closed from Thursday, 27 May 2021 to Monday, 31 May 2021, both days inclusive, during which period no Share transfers will be registered. In order to be eligible for entitlement of the Final Dividend, subject to the passing of the relevant resolution at the AGM, 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 holders of H Shares), or the Company’s head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) for registration not later than 4:30 p.m. on Wednesday, 26 May 2021.

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 31 May 2021 are entitled to the Final Dividend subject to the passing of the relevant resolution 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 2020.

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 distributes 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

LETTER FROM THE BOARD

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.

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 2021

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2021.

The Company plans to control the total operating expenses and capital expenses for the year 2021 at approximately RMB24.45 million and RMB nil million, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2021. 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 2020

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2020. The annual report for the year 2020 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. ELECTION OR RE-ELECTION OF DIRECTORS OF THE THIRD SESSION OF THE BOARD

Reference is made to the announcement of the Company dated 23 March 2021. The current session of the Board will expire on 15 May 2021. Mr. Li Peng and Mr. Weng Jianxing as executive Directors; Mr. Zhuang Wei as a non-executive Director and the chairman of the Board; Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen as independent non-executive Directors, are eligible and willing to offer themselves for re-election. They have been nominated by the Nomination Committee and the Board as candidates for Directors to be re-elected at the AGM.

Ms. Wang Ying, an executive Director, will not offer herself for re-election and will retire as the executive Director with effect from the conclusion of the AGM so as to allow herself to devote more time for her personal commitments. She will remain as the joint company secretary and the head of finance department of the Company.

Mr. Qian Cheng, a non-executive Director, will not offer himself for re-election due to his other work commitments and will retire as the non-executive Director with effect from the conclusion of the AGM.

Mr. Sun Luran, a non-executive Director, will not offer himself for re-election as a non-executive Director and will retire as the non-executive Director with effect from the conclusion of the AGM. He has been nominated by the Supervisory Committee as a candidate for the Supervisor to be elected at the AGM.

Each of Ms. Wang Ying, Mr. Qian Cheng and Mr. Sun Luran has confirmed that he/she has no disagreement with the Board, and there are no matters that need to be brought to the attention of the Shareholders in relation to his/her respective retirement.

In addition, the Board and the Nomination Committee have nominated Ms. Gong Xiaoting as a candidate for the executive Director, Ms. Liu Jing as a candidate for the non-executive Director and Mr. Peng Qilei as a candidate for the non-executive Director to be elected at the AGM.

Separate ordinary resolutions will be proposed at the AGM to approve the election or re-election of each of Mr. Li Peng, Mr. Weng Jianxing, Ms. Gong Xiaoting, Mr. Zhuang Wei, Ms. Liu Jing, Mr. Peng Qilei, Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen as Directors of the third session of the Board. Their biographical details and relevant information are set out in Appendix I to this circular.

LETTER FROM THE BOARD

11. ELECTION OR RE-ELECTION OF SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 23 March 2021. The current session of the Supervisory Committee will expire on 15 May 2021. The Supervisory Committee has nominated Mr. Zhu Xiaodong as a candidate for the Shareholder representative Supervisor, and he is eligible and willing to offer himself for re-election.

Mr. Tian Xiuju, the chairman of the Supervisory Committee and the Supervisor, will not offer himself for re-election due to his other personal commitments and will retire as the Supervisor and the chairman of the Supervisory Committee with effect from the conclusion of the AGM. He has confirmed that he has no disagreement with the Board and the Supervisory Committee, and there are no matters that need to be brought to the attention of the Shareholders in relation to his retirement.

Mr. Sun Luran, has been nominated by the Supervisory Committee as a candidate for the Supervisor to be elected at the AGM.

Separate ordinary resolutions will be proposed at the AGM to approve the election or re-election of each of Mr. Zhu Xiaodong and Mr. Sun Luran as Supervisors of the third session of the Supervisory Committee. Their biographical details and relevant information are set out in Appendix II to this circular.

12. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 23 March 2021. In light of the business needs of the Group, the Board proposes to amend Article 4, Article 11, Article 50, Article 58, Article 59 and Article 130 of the Articles of Association. The Proposed Amendments comprise amendments to six provisions of the Articles of Association and are subject to the approval by the Shareholders by way of a special resolution at the AGM. Prior to the passing of the relevant resolution at the AGM, the prevailing Articles of Association shall remain valid. Save for the Proposed Amendments, contents of the other provisions of the Articles of Association remain unchanged. The Board is of the view that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

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 III to this circular.

LETTER FROM THE BOARD

13. 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 shall be voted by poll. Votes may be given either personally or by proxy.

14. RECOMMENDATION

The Board of Directors considers that the resolutions to be proposed at the AGM 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.

15. ADDITIONAL INFORMATION

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

16. AGM

A notice convening the AGM to be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Wednesday, 12 May 2021 at 10:30 a.m. is set out on pages 30 to 33 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.fyleasing.com).

Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM 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 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.

LETTER FROM THE BOARD

17. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Thursday, 22 April 2021 to Wednesday, 12 May 2021, both days inclusive, during which period no Share transfers will be registered. In order to be eligible to attend and vote at the AGM, 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 holders of H Shares), or the Company's head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) for registration not later than 4:30 p.m. on Wednesday, 21 April 2021.

Shareholders whose names appear on the register of members of the Company after the close of business on Wednesday, 21 April 2021 are entitled to attend and vote at the AGM.

For determining the entitlement of the Shareholders of the Final Dividend, the transfer books and register of members of the Company will be closed from Thursday, 27 May 2021 to Monday, 31 May 2021, both days inclusive, during which period no Share transfers will be registered. In order to be eligible for entitlement of the Final Dividend, subject to the passing of the relevant resolution at the AGM, 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 holders of H Shares), or the Company's head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of Domestic Shares and/or Unlisted Foreign Shares) for registration not later than 4:30 p.m. on Wednesday, 26 May 2021.

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 31 May 2021 are entitled to the Final Dividend subject to the passing of the relevant resolution at the AGM.

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

The biographical details and relevant information of the Directors proposed to be elected as Directors of the third session of the Board at the AGM are set out as follows:

EXECUTIVE DIRECTORS

(1) Mr. Li Peng

Mr. Li Peng (李鵬), aged 57, was appointed as a Director on 28 September 2012. He has been responsible for overseeing the daily operation of the Group since he joined the Company as a Director and the general manager in September 2012 and November 2015, respectively. Mr. Li has extensive legal knowledge and over five years of experience in corporate management. Mr. Li joined the predecessor of Tian Yuan Law Firm (天元律師事務所) in October 1993 where he focused on mergers and acquisitions till he left as a partner in September 2010. From October 2010 to September 2013, Mr. Li successively served as the vice president and the chief executive officer in Credit Orientwise Group Ltd. (中國中科智擔保集團股份有限公司), a company primarily engaged in providing credit guarantee services, where he was responsible for the overall management of this company. From September 2012 to May 2014, Mr. Li served as a director in China Lihe Company Limited (力合股份有限公司), an investment holding company listed on the Shenzhen Stock Exchange (stock code: 000532). He has served as the chairman of Shenzhen Fullin Jinkong Asset Management Co., Ltd. (深圳富銀金控資產管理有限公司), an investment holding company where he has been responsible for overseeing the general management and of Shenzhen Shanhuotong Internet Financial Service Co., Ltd. (深圳杉滙通互聯網金融服務有限公司) (“**Shenzhen Shanhuotong**”), an online lending agent since June 2013 and July 2014, respectively. In July 2018, Mr. Li was appointed as an independent non-executive director of Shanghai Yaohua Pilkington Glass Group Co., Ltd. (上海耀皮玻璃集團股份有限公司), a company listed on the Shanghai Stock Exchange (Stock code: 600819) and principally engaged in the research and development, manufacturing and sale of glass. Mr. Li obtained his bachelor’s degree in Law from Peking University in the PRC in July 1984.

Upon the approval of Mr. Li’s re-election at the AGM, the Company will enter into a service contract with Mr. Li for a term of three years commencing from the date of the AGM. Mr. Li will be entitled to a remuneration of approximately RMB600,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Li has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Li has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Weng Jianxing

Mr. Weng Jianxing (翁建興), aged 43, was appointed as a Director on 9 June 2016. He is also the risk management director and responsible for risk management and asset management of the Group. Mr. Weng joined the Group as the head of risk management department in April 2013 and was promoted as the risk management director in April 2015. Mr. Weng has more than seven years of experience in financial products and risk management. From September 2009 to March 2011, Mr. Weng was a product manager in Credit Oriense Group Ltd. (中國中科智擔保集團股份有限公司), a company primarily engaged in providing credit guarantee services, where he was responsible for the development of financial products. From March 2011 to March 2013, he served as the risk control manager of CIMC Financial Leasing Company Limited (中集融資租賃有限公司), a company primarily engaged in the provision of equipment-based finance leasing services, where he was responsible for risk management of that company. He obtained his bachelor's degree in transportation, master's degree in corporate management and doctor's degree in business administration from Changsha Transportation Institute (長沙交通學院), Changsha University of Science & Technology (長沙理工大學) and Central South University (中南大學) in the PRC in June 2002, June 2005 and November 2011, respectively.

Upon the approval of Mr. Weng's re-election at the AGM, the Company will enter into a service contract with Mr. Weng for a term of three years commencing from the date of the AGM. Mr. Weng will be entitled to a remuneration of approximately RMB600,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Weng has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Weng has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Ms. Gong Xiaoting

Ms. Gong Xiaoting (貢曉婷), aged 38, first joined the Group as the head of finance department of Fullin Financial Leasing (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)有限公司), the predecessor of the Company, from January 2013 to December 2014 and she became the head of medical division from January 2015 to November 2017. Subsequently, Ms. Gong served as the deputy general manager of the Company since December 2020. Currently, Ms. Gong is primarily responsible for investment management related matters and financial management of the Company. Ms. Gong has extensive experience in the fields of accounting and finance. From August 2007 to March 2011, Ms. Gong served as a senior auditor at KPMG LLP, primarily responsible for auditing and internal control review of companies listed on the New York Stock Exchange. From November 2011 to December 2012, Ms. Gong served as an investment manager at Ningbo Shanshan Co., Ltd. (寧波杉杉股份有限公司) (“**Shanshan**”), a substantial Shareholder whose shares are listed on the Shanghai Stock Exchange (stock code: 600884), where she was primarily responsible for performing due diligence, financial analysis and industry research on offshore corporations. Since November 2017, Ms. Gong has been serving as the general manager of Beijing Shanshan Medical Technology Development Co., Ltd. (北京杉杉醫療科技發展有限公司), primarily responsible for the development of the medical business and day-to-day management of the company.

Ms. Gong’s father, Mr. Gong Liang, owns 45% equity interest in Beijing Municipality Dayuan Tiandi Property Development Co., Ltd (北京市大苑天地房地產開發有限公司) (“**Dayuan Tiandi**”), a substantial Shareholder holding 80,000,000 Domestic Shares, representing 22.26% of the total number of issued shares of the Company as at the Latest Practicable Date.

Ms. Gong obtained her bachelor’s degree from Ohio State University majoring in professional accounting in June 2005, and obtained her master’s degree from University of Illinois Urbana-Champaign majoring in accounting and minor in finance in May 2007. Ms. Gong qualified as a certified public accountant under The Illinois Public Accounting Act in the State of Illinois in September 2008.

Upon the approval of Ms. Gong’s election at the AGM, the Company will enter into a service contract with Ms. Gong for an initial term of three years commencing from the date of the AGM. Ms. Gong will be entitled to a remuneration of approximately RMB600,000 per annum, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Ms. Gong has confirmed that as at the Latest Practicable Date, (i) she does not hold any other positions with any members of the Group; (ii) she does not, nor did she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) she does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Gong has confirmed that, there are no other matters relating to her appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

(1) Mr. Zhuang Wei

Mr. Zhuang Wei (莊巍), aged 54, was appointed as a Director on 28 September 2012. Mr. Zhuang is the chairman of the Board and is responsible for the overall corporate strategies and management directions of the Group. Before he joined Shanshan and its subsidiaries (other than members of the Group) in March 2007, he worked in a PRC conglomerate from July 1993 to April 2000, an investment company from April 2000 to March 2003 and an IT company from March 2003 to March 2007 successively. He was responsible for investment management in the PRC conglomerate and general management in the other two companies. From March 2007 to March 2008, Mr. Zhuang served as the general manager of Ningbo Shanshan Venture Capital Co., Ltd. (寧波杉杉創業投資有限公司), an investment company, where he was responsible for the general management of the company. From April 2008 to March 2009, Mr. Zhuang served as the director and the general manager of Shanshan. From March 2009 to May 2020, Mr. Zhuang served as the chairman of Shanshan. Since August 2011, Mr. Zhuang served as a non-executive director of Shanshan Brand Management Co., Ltd. (杉杉品牌運營股份有限公司), a non wholly-owned subsidiary of Shanshan and listed on the Stock Exchange (Stock code: 1749). Mr. Zhuang served as general manager of Shanshan from September 2012 to July 2019. Mr. Zhuang also served as the chairman of Shanshan Group Co., Ltd (杉杉集團有限公司) from September 2019 to February 2021. Besides, he also serves as the chairman and director of a number of subsidiaries of Shanshan. Mr. Zhuang obtained his doctor's degree in political economy from Peking University (北京大學) in the PRC in July 2000.

Upon the approval of Mr. Zhuang's re-election at the AGM, the Company will enter into a service contract with Mr. Zhuang for a term of three years commencing from the date of the AGM. Mr. Zhuang will not receive remuneration from the Company during her tenure as a non-executive Director.

Save as disclosed above, Mr. Zhuang has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhuang has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Ms. Liu Jing

Ms. Liu Jing (劉敬), aged 52, has extensive experience in the field of accounting. From July 1991 to June 1993, Ms. Liu served as an accountant at Beijing Haiyu Industrial and Trading Co., Ltd. (北京海玉工貿公司). From July 1993 to March 2003, Ms. Liu served as an accounting supervisor at Beijing Zhongyu Decoration and Renovation Products Co., Ltd. (北京中玉裝飾裝潢製品有限公司). From April 2003 to March 2004, Ms. Liu served as an accounting supervisor at Ruicheng Hotel (瑞成大酒店). Since April 2004, Ms. Liu has been serving as the deputy general manager of Dayuan Tiandi, a property developer and a substantial Shareholder, the deputy general manager of Beijing City Longding Huayuan Property Development Co., Ltd. (北京市龍鼎華源房地產開發有限責任公司) (“**Longding Huayuan**”), a non-wholly owned subsidiary of Dayuan Tiandi, the general manager of Beijing Dayuan Tiandi Hotel Management Co., Ltd. (北京大苑天地酒店管理有限責任公司), and the general manager of Beijing Dayuan Tiandi Property Management Co., Ltd. (北京大苑天地物業管理有限公司). Since January 2018, Ms. Liu has been serving as the deputy general manager of Beijing Huicheng Jiaye Investment Co., Ltd. (北京匯盛嘉業投資有限公司).

Ms. Liu obtained her bachelor’s degree from Beijing University of Chemical Technology (北京化工大學) majoring in professional accounting in 1991.

Upon the approval of Ms. Liu’s election at the AGM, the Company will enter into a service contract with Ms. Liu for an initial term of three years commencing from the date of the AGM. Ms. Liu will not receive remuneration from the Company during her tenure as a non-executive Director.

Save as disclosed above, Ms. Liu has confirmed that as at the Latest Practicable Date, (i) she does not hold any other positions with any members of the Group; (ii) she does not, nor did she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) she does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Liu has confirmed that, there are no other matters relating to her appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Mr. Peng Qilei

Mr. Peng Qilei (彭期磊), aged 57, has extensive experience in the fields of engineering and management. From July 1983 to August 1991, Mr. Peng served as a technician, engineer, workshop supervisor and deputy director of the technical department at Sichuan Ya'an Jian'an Machinery Factory (四川雅安建安機械廠). From August 1995 to December 2000, Mr. Peng served as the general manager at Beijing Longxin Communication Cables Co., Ltd. (北京龍信通信電纜有限公司). Since December 2002, Mr. Peng has been serving as the deputy general manager of Dayuan Tiandi and Longding Huayuan. Mr. Peng has also been serving as the deputy general manager of Beijing Dayuan Tiandi Real Estate Brokerage Co., Ltd. (北京大苑天地房地產經紀有限責任公司), Beijing Dayuan Renhe Real Estate Development Co., Ltd. (北京大苑仁和房地產開發有限公司), Beijing Mingrun Guangju Investment Co., Ltd. (北京明潤廣居投資有限責任公司), and Hebei Yigao Real Estate Development Co., Ltd. (河北益高房地產開發有限責任公司), each being a non-wholly owned subsidiary of Dayuan Tiandi, since March 2004, August 2016, January 2010, and May 2018, respectively. Since December 2020, Mr. Peng has also been serving as an executive partner of Zhuhai Mingrun Guangju Technology Industry Investment Enterprise (珠海明潤廣居科技產業投資企業).

Mr. Peng obtained a bachelor of engineering degree in automatic mechanics from Taiyuan Institute of Machinery (太原機械學院) in 1983, and a master of engineering postgraduate degree from the School of Vehicles Engineering of Beijing Institute of Technology (北京理工大學車輛工程學院) in 1994.

Upon the approval of Mr. Peng's election at the AGM, the Company will enter into a service contract with Mr. Peng for an initial term of three years commencing from the date of the AGM. Mr. Peng will not receive remuneration from the Company during his tenure as a non-executive Director.

Save as disclosed above, Mr. Peng has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Peng has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(1) Mr. Fung Che Wai Anthony

Mr. Fung Che Wai Anthony (馮志偉), aged 52, was appointed as an independent non-executive Director on 21 April 2017. He is responsible for supervising and providing independent advice to the Board. Mr. Fung has extensive experience in accounting and corporate finance. From August 1992 to September 1999, he successively served as a staff accountant, semi senior accountant, senior accountant and manager in Deloitte Touche Tohmatsu, where he was mainly responsible for audit planning and control. From October 1999 to August 2007, Mr. Fung was a director of Winsmart Consultants Limited (弘陞投資顧問有限公司), a financial consulting company, where he was responsible for advising the client on corporate finance and investor relations related matters. From January 2008 to August 2010, Mr. Fung was the vice president of NagaCorp Limited (金界控股有限公司), a licensed casino listed on the Main Board of the Stock Exchange (stock code: 3918), where he was responsible for development of investor relations procedures, policies and strategies for the company and liaison with existing and potential investors as well as analysts. From January 2011 to July 2014, Mr. Fung was the chief financial officer and company secretary of Zall Development (Cayman) Holding Co., Ltd. (卓爾發展(開曼)控股有限公司), now known as Zall Smart Commence Group Ltd. (卓爾智聯集團有限公司), a property developer listed on the Main Board of the Stock Exchange (stock code: 2098), where he was responsible for financial and compliance matters. From July 2014 to April 2017, Mr. Fung was the chief financial officer and company secretary of Kong Sun Holdings Limited (江山控股有限公司), a solar power plants investor and operator listed on the Main Board of the Stock Exchange (stock code: 0295), where he was responsible for the overall financial operation, company secretarial matters and investor relations. From May 2017, Mr. Fung serves as the chief financial officer of Beijing Enterprises Urban Resources Group Limited (北控城市資源集團有限公司) (stock code: 3718), a company engaged in the provision of environmental hygiene services and hazardous waste treatment business. From June 2017, Mr. Fung serves as an independent non-executive director of S&P International Holding Limited (椰豐集團有限公司) (stock code: 1695), a company listed on

the Main Board of the Stock Exchange. From October 2020, Mr. Fung serves as an independent non-executive director of KWG Living Group Holdings Limited (合景悠活集團控股有限公司) (stock code: 3913), a comprehensive property management service provider in China.

Mr. Fung was admitted as a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants (the "HKICPA") in October 2001 and September 2005, respectively. Mr. Fung obtained his bachelor's degree in accountancy from Hong Kong Polytechnic University in October 1992.

Upon the approval of Mr. Fung's re-election at the AGM, the Company will enter into a service contract with Mr. Fung for a term of three years commencing from the date of the AGM. Mr. Fung will be entitled to a remuneration of approximately HKD120,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Fung has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Fung has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Hon Leung

Mr. Hon Leung (韓亮), aged 38, was appointed as an independent non-executive Director on 21 April 2017. He is responsible for supervising and providing independent advice to the Board. Mr. Hon has extensive experience in accounting. Mr. Hon joined KPMG in October 2008 and he was responsible for providing audit services. He left KPMG as an audit manager in May 2014. From May 2014 to February 2015, he was a financial manager in King and Wood Mallesons, where he was responsible for financial management. From March 2015 to June 2018, he worked for King and Wood Mallesons on a part-time basis. In February 2015, Mr. Hon founded William Hon & Co., an accounting firm, where he has been responsible for general management. Since November 2015, Mr. Hon has been an independent non-executive director of China Investment and Finance Group Limited (中國投融資集團有限公司), an investment holding company listed on the

Main Board of the Stock Exchange (Stock code: 1226), where he has also served as the chairman of the audit committee of the company. Mr. Hon qualified as a certified public accountant by the HKICPA in November 2012. Mr. Hon obtained his bachelor's degree in accounting and finance from the University of Hong Kong in November 2007.

Upon the approval of Mr. Hon's re-election at the AGM, the Company will enter into a service contract with Mr. Hon for a term of three years commencing from the date of the AGM. Mr. Hon will be entitled to a remuneration of approximately HKD120,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Hon has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Hon has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Mr. Liu Shengwen

Mr. Liu Shengwen (劉升文), aged 44, was appointed as an independent non-executive Director on 21 April 2017. He is responsible for supervising and providing independent advice to the Board. Mr. Liu has extensive experience in accounting. From February 1998 to June 2010, he worked at several accounting firms where he was responsible for auditing and audit risk control. From June 2010 to October 2014, Mr. Liu was the deputy director of Baker Tilly China Certified Public Accountants Shenzhen Branch, where he was responsible for audit risk control. From November 2014 to July 2018, Mr. Liu was the deputy director of Beijing Tianyuanquan Accounting Firm (北京天圓全會計師事務所) Shenzhen Branch, where he was responsible for audit risk control. Since July 2018, Mr. Liu has become a member of Da Hua Certified Public Accountants (大華會計師事務所) Shenzhen Branch. Since September 2015, Mr. Liu has been an independent director of Shenzhen Techand Ecology & Environment Co., Ltd. (深圳市鐵漢生態環境股份有限公司), a company primarily engaged in the eco-environment protection and ecotourism, which is listed on the Shenzhen Stock Exchange (stock code: 300197). Mr. Liu qualified as a certified public valuer and an accountant by China Appraisal Society (中國資產評估協會) and The Chinese Institute of Certified Public Accountants of the PRC in May 2000 and February 2000, respectively. Mr. Liu obtained a master's degree in software engineering from Yunnan University (雲南大學) in the PRC in June 2012.

Upon the approval of Mr. Liu's re-election at the AGM, the Company will enter into a service contract with Mr. Liu for a term of three years commencing from the date of the AGM. Mr. Liu will be entitled to a remuneration of approximately HKD120,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Liu has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Each of the candidates for independent non-executive Directors has met the independence requirements as set out in rule 5.09 of the GEM Listing Rules. When determining suitable candidates for independent non-executive Directors, the Company takes into full account the benefits of diversity on the Board and considers factors including but not limited to: (1) relevant accomplishment and professional knowledge and industry experience of the candidates; (2) the candidates' commitment in respect of available time, interest and attention to the businesses of the Company; (3) perspectives, skills and experience that the candidates can bring to the Board; and (4) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. Having considered the above, the Company is of the view that the candidates for independent non-executive Directors can bring valuable contributions to the Company and further promote the diversity on the Board.

APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISORS PROPOSED FOR ELECTION OR RE-ELECTION
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The biographical details and relevant information of the Supervisors proposed to be elected as Supervisors of the third session of the Supervisory Committee at the AGM are set out as follows:

(1) Mr. Zhu Xiaodong

Mr. Zhu Xiaodong (朱曉東), aged 48, was appointed as a Supervisor and elected as the representative of the Shareholders on 11 August 2015. He has also served as a supervisor of Tianjin Fuyin Leasing Co., Ltd. (天津富銀租賃有限公司), a wholly-owned subsidiary of the Company, since July 2017. Since July 2003, he has been the chief financial officer of Dayuan Tiandi, where he has been responsible for the financial management of that company. Mr. Zhu obtained a bachelor's degree in law from Tianjin Normal University (天津師範大學) in the PRC in July 2001.

Upon the approval of Mr. Zhu's re-election at the AGM, the Company will enter into a service contract with Mr. Zhu for a term of three years commencing from the date of the AGM. Mr. Zhu will not receive remuneration from the Company during his tenure as a Supervisor.

Save as disclosed above, Mr. Zhu has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhu has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF THE SUPERVISORS PROPOSED FOR ELECTION OR RE-ELECTION
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(2) Mr. Sun Luran

Mr. Sun Luran (孫路然), aged 28, was appointed as a Director from 12 April 2016 until the conclusion of the AGM. Currently, he assumes an advisory role in the Board in view of his knowledge in finance, understanding in the capital and financial market and financial risk management, which will assist the Board to evaluate and improve the internal control and risk management systems of the Group. He joined Shenzhen Shanहितong as a risk control manager in May 2016 and has been involved in risk management related work shortly after his graduation from the University of Huddersfield in the United Kingdom in June 2014 and March 2016, where he received his bachelor's degree in business management and master's degree in finance, respectively.

Upon the approval of Mr. Sun's election at the AGM, the Company will enter into a service contract with Mr. Sun for an initial term of three years commencing from the date of the AGM. Mr. Sun will not receive remuneration from the Company during his tenure as a Supervisor.

Save as disclosed above, Mr. Sun has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Sun has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The 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 4	Address of the Company: Room 201, Block A, No.1 Qianwan First Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen (premises of Shenzhen Qianhai Commercial Secretary Co. Ltd. (深圳市前海商務秘書有限公司)). (Business place of the Company is 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen). Postal code: 518017.	Address of the Company: Room 201, Block A, No.1 Qianwan First Road, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen (premises of Shenzhen Qianhai Commercial Secretary Co. Ltd. (深圳市前海商務秘書有限公司)). (Business place of the Company is 3001, Shenzhen International Culture Building, Futian Road, Futian District, Shenzhen). Postal code: 518017.
Article 11	The operation objectives of the Company: to comply with the development trend of the domestic high-end equipment manufacturing industry, and to provide finance leasing and related finance service to small and medium enterprises.	The operation objectives of the Company: <u>to support the transformation and upgrading of the domestic manufacturing industry</u> to comply with the development trend of the domestic high-end equipment manufacturing industry, and to provide finance leasing and related <u>other</u> finance service to small and medium enterprises.
Article 50	A shareholder shall enjoy rights and assume obligations according to the class of shares held by him. Shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations. Holders of Unlisted Foreign Shares and domestic shares are in the same class of shareholders, especially for the holders of Unlisted Foreign Shares who shall be entitled to participate in and vote at the same class of shareholders' general meetings with holders of domestic shares and receive the notice convening the same class of shareholders' general meetings.	A shareholder shall enjoy rights and assume obligations according to the class <u>and numbers</u> of shares held by him. Shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations. Holders of Unlisted Foreign Shares and domestic shares are in the same class of shareholders, especially for the holders of Unlisted Foreign Shares who shall be entitled to participate in and vote at the same class of shareholders' general meetings with holders of domestic shares and receive the notice convening the same class of shareholders' general meetings.

No.	Original Article	Amended Article
Article 58	<p>A “Controlling Shareholder” referred to in the previous article means a person who satisfies any one of the following conditions:</p> <p>(I) he alone or acting in concert with others has the power to elect more than half of the Directors;</p> <p>(II) he alone or acting in concert with others has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(III) he alone or acting in concert with others holds 30% or more of the issued and outstanding shares;</p> <p>(IV) he alone or acting in concert with others in any other manner is in de facto control of the Company.</p>	<p>A “Controlling Shareholder” referred to in the previous article means a person who satisfies any one of the following conditions:</p> <p>(I) he alone or acting in concert with others has the power to elect more than half of the Directors;</p> <p>(II) he alone or acting in concert with others has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(III) he alone or acting in concert with others holds 30% or more of the issued and outstanding shares;</p> <p>(IV) he alone or acting in concert with others in any other manner is in de facto control of the Company.</p> <p><u>For the purposes of this Article, “acting in concert” means the act by which two or more persons agree by agreement (whether oral or written) to acquire voting rights over the Company through either of them for the purpose of achieving or consolidating control over the Company.</u></p>

No.	Original Article	Amended Article
Article 59	<p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers:</p> <p>(I) to decide on the Company's operational policies and investment plans;</p> <p>(II) to elect or replace the Directors and Supervisors (who are not staff representatives) and to decide on matters relating to the remuneration of Directors and Supervisors;</p> <p>(III) to examine and approve reports of the Board;</p> <p>(IV) to examine and approve reports of the supervisory committee;</p> <p>(V) to examine and approve the proposed annual financial budget and final accounts of the Company;</p> <p>(VI) to examine and approve the Company's proposals for profit distribution and recovery of losses;</p> <p>(VII) to decide on any increase or reduction of registered capital of the Company;</p>	<p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers:</p> <p>(I) to decide on the Company's operational policies and investment plans;</p> <p>(II) to elect or replace the Directors and Supervisors (who are not staff representatives) and to decide on matters relating to the remuneration of Directors and Supervisors;</p> <p>(III) to examine and approve reports of the Board;</p> <p>(IV) to examine and approve reports of the supervisory committee;</p> <p>(V) to examine and approve the proposed annual financial budget and final accounts of the Company;</p> <p>(VI) to examine and approve the Company's proposals for profit distribution and recovery of losses;</p> <p>(VII) to decide on any increase or reduction of registered capital of the Company;</p>

No.	Original Article	Amended Article
	(VIII) to decide on the issue of bonds by the Company;	(VIII) to decide on the issue of bonds by the Company;
	(IX) to decide on merger, division, dissolution, liquidation or change of nature of the Company;	(IX) to decide on merger, division, dissolution, liquidation or change of nature of the Company;
	(X) to amend The Articles of Association;	(X) to amend The Articles of Association;
	(XI) to determine the appointment or dismissal of accounting firms by the Company;	(XI) to determine the appointment or dismissal of accounting firms by the Company;
	(XII) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;	(XII) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;
	(XIII) to consider other matters required to be resolved by the shareholders' general meeting as prescribed by laws, administrative regulations, department regulations, or the Articles of Association.	(XIII) <u>to consider the material equity investment, bond investment, asset acquisition, asset disposal, write off of assets and external guarantee that shall be approved by the shareholders' general meeting as prescribed by laws, regulations and relevant provisions of the listing rules of the place where the shares are listed; and</u>

No.	Original Article	Amended Article
		<p>(XIHV) to consider other matters required to be resolved by the shareholders' general meeting as prescribed by laws, administrative regulations, department regulations, or the Articles of Association.</p> <p><u>The shareholders at shareholders' general meetings may authorize or entrust the Board to handle the matters authorized or entrusted thereby, provided that the laws, regulations, and mandatory requirements under the listing rules of the place where the shares are listed are not violated.</u></p>
Article 130	<p>In order to fully leverage the role of independent non-executive Directors, independent non-executive Directors shall have duties and powers conferred by the Company Law and other relevant laws and regulations as well as the Stock Exchange Listing Rules to Directors and independent non-executive Directors.</p>	<p>In order to fully leverage the role of independent non-executive Directors, independent non-executive Directors shall have duties and powers conferred by the Company Law and other relevant laws and regulations as well as the Stock Exchange Listing Rules to Directors and independent non-executive Directors.</p> <p><u>The independent non-executive Directors are also required to fulfill the relevant requirements under the Company Law and other relevant laws and regulations as well as the Stock Exchange Listing Rules.</u></p>

NOTICE OF THE ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 2020 (the “AGM”) of FY Financial (Shenzhen) Co., Ltd. (the “Company”) will be held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Wednesday, 12 May 2021 at 10:30 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 “Director(s)”) of the Company for the year ended 31 December 2020.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2020.
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 2020, to declare a final dividend of RMB0.003 per share of the Company and authorise the Board to implement the matters related to final dividend distribution.
5. To consider and approve the financial budget plan of the Company for the year ending 31 December 2021.
6. To consider and approve the annual report of the Company for the year ended 31 December 2020.
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.

NOTICE OF THE ANNUAL GENERAL MEETING

8. (a) To elect or re-elect each of the following persons as a Director of the third session of the Board:
- (i) Mr. Li Peng as an executive Director.
 - (ii) Mr. Weng Jianxing as an executive Director.
 - (iii) Ms. Gong Xiaoting as an executive Director.
 - (iv) Mr. Zhuang Wei as a non-executive Director.
 - (v) Ms. Liu Jing as a non-executive Director.
 - (vi) Mr. Peng Qilei as a non-executive Director.
 - (vii) Mr. Fung Che Wai Anthony as an independent non-executive Director.
 - (viii) Mr. Hon Leung as an independent non-executive Director.
 - (ix) Mr. Liu Shengwen as an independent non-executive Director.
- (b) To authorise the Board to determine the Directors' remuneration.
9. (a) To elect or re-elect each of the following persons as a supervisor (the "Supervisor") of the third session of the supervisory committee of the Company:
- (i) Mr. Zhu Xiaodong as a Supervisor.
 - (ii) Mr. Sun Luran as a Supervisor.
- (b) To authorise the Board to determine the Supervisors' remuneration.

SPECIAL RESOLUTION

10. 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 29 March 2021.

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

The People's Republic of China, 29 March 2021

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Thursday, 22 April 2021 to Wednesday, 12 May 2021, both days inclusive, during which period no share transfers will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents of shares of the Company accompanied by the relevant share certificates must be lodged with the H share registrar of the Company in Hong Kong (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 of the Company), or the Company’s head office in the People’s Republic of China (the “**PRC**”) at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of domestic shares and/or unlisted foreign shares of the Company) for registration not later than 4:30 p.m. on Wednesday, 21 April 2021.

Shareholders whose names appear on the register of members of the Company after the close of business on Wednesday, 21 April 2021 are entitled to attend and vote at the AGM.

2. A shareholder entitled to attend and vote at the AGM 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 of the Company.
3. 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 AGM 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 AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
4. 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.
5. 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 of the Company) or the Company’s head office in the PRC at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC (for holders of domestic shares and/or 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 AGM 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 AGM 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.
6. The AGM (or any adjournment thereof) is expected to be concluded within a day. Shareholders or their proxies attending the AGM (or any adjournment thereof) shall be responsible for their own travelling and accommodation expenses.
7. To safeguard the health and safety of shareholders and to prevent the spreading of coronavirus disease (COVID-19) pandemic, the following measures will be implemented at the AGM:
 - mandatory body temperature check;
 - compliance with the latest epidemic prevention policy requirement of the PRC government and presentation of the corresponding health certificate;
 - mandatory wearing of surgical face masks; and
 - no refreshments for attendees.

The Company reserves the right to deny entry into or require any person to leave the AGM venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is having a body temperature of over 37.4 degree Celsius; and/or (iii) has any flu-like symptoms.

For the health and safety of shareholders, the Company would like to encourage its shareholders to appoint the chairman of the AGM as their proxy to vote on the resolutions to be put at the AGM, instead of attending the AGM in person.

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 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 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 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.