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FY FINANCIAL (SHENZHEN) CO., LTD.
富銀融資租賃(深圳)股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8452)

NOTICE OF 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.
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

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.

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.