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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)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 8 OCTOBER 2021; AND
(2) CHANGES IN COMPOSITION OF THE BOARD
AND BOARD COMMITTEE**

References are made to (i) the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”), both dated 8 September 2021; and (ii) the announcement of the Company dated 31 August 2021. Capitalised terms used herein shall have the same respective meanings as those defined in the above documents unless the context requires otherwise.

The Board is pleased to announce that the Company held the EGM at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Friday, 8 October 2021. The proposed ordinary resolution set out in the Notice was duly passed by way of poll at the EGM.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of Shares in issue was 359,340,000 (including 120,000,000 Domestic Shares, 89,840,000 H Shares and 149,500,000 Unlisted Foreign Shares), which entitled the holders to attend the EGM and vote for or against or abstain from voting on the resolution proposed thereat. The Shareholders and proxies of Shareholders attending the EGM held a total of 266,500,000 voting Shares, representing approximately 74.16% of the total number of issued Shares as at the date of the EGM.

The EGM was convened by the Board. Mr. Li Peng, an executive Director, was the chairman of the EGM and presided over the EGM.

There was no restriction on any Shareholder casting votes on the resolution proposed at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution proposed at the EGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders were required under the GEM Listing Rules to abstain from voting. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the EGM. The convening, holding and voting of the EGM were all in compliance with the requirements of the Company Law of the PRC, other relevant PRC laws and regulations and the articles of association of the Company (the “**Articles of Association**”). For details of the resolution considered at the EGM, please refer to the Circular.

The poll results in respect of the ordinary resolution proposed at the EGM were as follows:

Ordinary Resolution		Number of Votes and Percentage of Total Number of Votes		
		For	Against	Abstain
1.	To consider and approve the appointment of Ms. Tong Fangyan as a non-executive Director.	266,500,000 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the resolution proposed at the EGM, such resolution was duly passed as an ordinary resolution of the Company.

In compliance with the requirements of the Articles of Association and the GEM Listing Rules, BDO Limited, the auditor of the Company, two Shareholders’ representatives and one supervisor of the Company acted as the scrutineers for the vote-taking at the EGM.

CHANGES IN COMPOSITION OF THE BOARD AND BOARD COMMITTEE

Upon approval at the EGM, Ms. Tong has been appointed as a non-executive Director for a term up to the expiration of the third session of the Board commencing from 8 October 2021. As at the date of this announcement, there is no change in any of the information of Ms. Tong as disclosed in the Circular.

Following the appointment of Ms. Tong, the resignation of Mr. Zhuang as a non-executive Director has become effective and Mr. Zhuang has ceased to be the chairman of the Board and a member and the chairman of the Nomination Committee with effect from 8 October 2021.

The Board has resolved to elect Mr. Li Peng, an existing executive Director and the general manager of the Company, as the chairman of the Board and a member and the chairman of the Nomination Committee in place of Mr. Zhuang for a term up to the expiration of the third session of the Board commencing from 8 October 2021. As at the date of this announcement, there is no change in the biographical details of Mr. Li as disclosed in the Company's annual report for the year ended 31 December 2020.

The Board would like to take this opportunity to express its appreciation to Mr. Zhuang for his valuable contributions to the Company during his tenure of office and welcome Ms. Tong and Mr. Li for taking up their new roles.

DEVIATION FROM THE CORPORATE GOVERNANCE CODE

Code provision A.2.1 of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “**Corporate Governance Code**”) stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Presently, the Company does not have a position with the title “chief executive officer”. However, Mr. Li is responsible for carrying out the duties of a chief executive officer to oversee the daily operations of the Group. As such, the election of Mr. Li as the chairman of the Board deviates from code provision A.2.1 of the Corporate Governance Code. Considering the fact that Mr. Li has demonstrated suitable management and leadership capabilities along with his thorough understanding of the Group's business since his appointment as a Director and the general manager of the Company in 2012 and 2015, respectively, the Board believes that vesting both the roles of chairman of the Board and general manager of the Company in Mr. Li can facilitate the execution of the Group's business strategies and maximizes the effectiveness of its operations. In addition, as all major decisions are made in consultation with the members of the Board and relevant Board committees, and there are three independent non-executive Directors offering independent perspectives, the Board is of the view that there are adequate

safeguards in place to ensure sufficient balance of powers within the Board. The Board shall nevertheless review its structure from time to time to ensure that appropriate action is being taken as and when appropriate.

By order of the Board
FY Financial (Shenzhen) Co., Ltd.
Li Peng
Chairman

The People's Republic of China, 8 October 2021

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Li Peng (李鵬)

Mr. Weng Jianxing (翁建興)

Ms. Gong Xiaoting (貢曉婷)

Non-executive Directors:

Mr. Peng Qilei (彭期磊)

Ms. Liu Jing (劉敬)

Ms. Tong Fangyan (仝芳妍)

Independent non-executive Directors:

Mr. Fung Che Wai Anthony (馮志偉)

Mr. Hon Leung (韓亮)

Mr. Liu Shengwen (劉升文)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM's website at www.hkgem.com on the "Latest Listed Company Information" page for at least 7 days from the date of this posting and it will be also posted on the Company's website at www.fyleasing.com.