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FY FINANCIAL (SHENZHEN) CO., LTD.

富銀融資租賃(深圳)股份有限公司

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

(Stock Code: 8452)

CHANGE OF JOINT COMPANY SECRETARY,

AUTHORIZED REPRESENTATIVE,

PROCESS AGENT

AND

WAIVER FROM STRICT COMPLIANCE WITH

RULES 5.14 AND 11.07(2) OF THE GEM LISTING RULES

**CHANGE OF JOINT COMPANY SECRETARY, AUTHORIZED REPRESENTATIVE
AND PROCESS AGENT**

The board of directors (the “**Board**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**” together with its subsidiaries, the “**Group**”) announces that Ms. Ng Wing Shan (“**Ms. Ng**”) has tendered her resignation as the joint company secretary of the Company (a “**Joint Company Secretary**”), an authorized representative of the Company (the “**Authorized Representative**”) under the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the process agent for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from 24 February 2022.

Ms. Ng confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Reference is made to the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange from strict compliance with the requirements of Rules 5.14 and 11.07(2) of the GEM Listing Rules in respect of the eligibility of Ms. Xie Ying (“**Ms. Xie**”) to act as a Joint Company Secretary for a three-year period from the date of appointment of Ms. Xie as a Joint Company Secretary (i.e. 18 June 2021) to 17 June 2024 (the “**Waiver Period**”), on the condition that Ms. Xie would be assisted by Ms. Ng, who possessed the qualifications required under Rule 5.14 of the GEM Listing Rules, during the Waiver Period. Relevant details of the Waiver were disclosed in the announcement of the Company dated 18 June 2021.

The Board further announces that Mr. Wong Wai Chiu (“**Mr. Wong**”) has been appointed as a Joint Company Secretary, the Authorized Representative and the Process Agent with effect from 24 February 2022.

The biographical details of Mr. Wong and Ms. Xie Ying (“**Ms. Xie**”), the Joint Company Secretaries of the Company, are set out as follows:

Mr. Wong is the associate director of SWCS Corporate Services Group (Hong Kong) Limited. Mr. Wong has extensive experience in compliance and listed companies secretarial work.

Mr. Wong is a fellow of Hong Kong Chartered Governance Institute (previously known as Hong Kong Institute of Chartered Secretaries), a fellow of the Chartered Governance Institute, a member of CPA Australia, a member of the Hong Kong Trustee Association and a Certified Trust Practitioner.

Mr. Wong possesses a B. Soc. Sc. (Hon.) from the University of Hong Kong, a Post-Graduate diploma in Hong Kong and United Kingdom law from the Manchester Metropolitan University in the United Kingdom, a Master’s degree in Corporate Governance from the Hong Kong Polytechnic University, a Master’s Degree in Arbitration and Dispute Resolution from the City University of Hong Kong and a Master of Applied Science Degree from the University of Technology, Sydney, Australia.

Ms. Xie, aged 33, was appointed as a Joint Company Secretary on 18 June 2021. She has over 5 years of experience in the corporate secretarial field. Ms. Xie joined the Group as securities affairs representative in December 2017 and was promoted as deputy director and board secretary of securities affairs and investment department in July 2020, May 2021 respectively. Prior to joining the Group, Ms. Xie was an assistant to the board secretary of NNK Group Limited (年年卡集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3773), from April 2016 to October 2017, where she was responsible for information disclosure, board matters and compliance matters relating to the company.

Ms. Xie obtained her bachelor's degree from University of Nevada, Reno majoring in finance in December 2012, and obtained her master's degree from University of California, Riverside majoring in business administration in June 2015.

WAIVER FROM STRICT COMPLIANCE WITH RULES 5.14 AND 11.07(2) OF THE GEM LISTING RULES

Given the condition of the Waiver could no longer be fulfilled following the resignation of Ms. Ng, the Company has applied to the Stock Exchange for, and the Stock Exchange has already granted, a new waiver (the “**New Waiver**”) from strict compliance with the requirements under Rules 5.14 and 11.07(2) of the GEM Listing Rules for the remaining period of the Waiver Period (i.e. from 24 February 2022 to 17 June 2024) (the “**New Waiver Period**”) in relation to the eligibility of Ms. Xie to act as a Joint Company Secretary, on the conditions that:

- (i) Ms. Xie must be assisted by Mr. Wong during the New Waiver Period;
- (ii) the New Waiver could be revoked if there are material breaches of the GEM Listing Rules by the Company; and
- (iii) the Company will announce the reasons for, and the details and conditions of this New Waiver, and the qualification and experience of both Mr. Wong and Ms. Xie.

The publication of this announcement aims to satisfy condition (iii) set out above.

Before the end of the New Waiver Period, the Company must demonstrate and seek the Stock Exchange's confirmation that Ms. Xie, having had the benefit of Mr. Wong's assistance during the New Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 5.14 of the GEM Listing Rules such that a further waiver will not be necessary.

The New Waiver will be revoked immediately if and when Mr. Wong ceases to be a Joint Secretary.

The Board would like to take this opportunity to express its gratitude to Ms. Ng for her valuable contribution to the Company during her tenure of service, and to welcome Mr. Wong on his new appointment.

On behalf of the Board
FY Financial (Shenzhen) Co., Ltd.
Chairman
Mr. Li Peng

Hong Kong, 24 February 2022

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 GEM Listing Rules 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.fyleasing.com.