

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 and the reply slip, 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 2021
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021
PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2021
FINANCIAL BUDGET PLAN FOR THE YEAR 2022
ANNUAL REPORT FOR THE YEAR 2021
RE-APPOINTMENT OF EXTERNAL AUDITOR
AND
NOTICE OF 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, 25 May 2022 at 10:30 a.m. is set out on pages 10 to 12 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).

Shareholders who intend to appoint a proxy to attend the AGM shall 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 H Shareholders), 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.

6 April 2022

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, 25 May 2022
“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 are Shares currently not listed or traded on any 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 and 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 GEM
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company in Hong Kong
“H Shareholder(s)”	holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 April 2022, 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 market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM
“PRC” or “China” or the “People’s Republic of China”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“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
“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 are Shares currently not listed or traded on any stock exchange
“%”	percent

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 in person.

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 resolutions 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. 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)

Head office in the PRC:

Room 1603, Cheung Kei Building

No. 128 Xinzhou 11th Street

Futian District

Shenzhen

PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

6 April 2022

To the Shareholders

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021
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AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give the notice of 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 2021
- (2) Work Report of the Supervisory Committee for the year 2021
- (3) Final financial accounts for the year 2021
- (4) Profit and dividend distribution plan for the year 2021
- (5) Financial budget plan for the year 2022
- (6) Annual report for the year 2021
- (7) Re-appointment of BDO Limited as the external auditor of the Company for the year 2022

3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year 2021. The full text of the work report of the Board of Directors for the year 2021 is set out in the section headed “Report of the Directors” of the annual report of the Company for the year 2021, which was despatched together with this circular.

4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2021. The full text of the work report of the Supervisory Committee for the year 2021 is set out in the section headed “Report of the Supervisory Committee” of the annual report of the Company for the year 2021, which was despatched together with this circular.

5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the final financial accounts of the Company for the year 2021. The full text of the final financial accounts for the year 2021 is set out in the annual results announcement of the Company for the year 2021 published by the Company on 30 March 2022 and the annual report of the Company for the year 2021, the latter of which was despatched together with this circular.

LETTER FROM THE BOARD

6. PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2021

On 30 March 2022, the Board proposed to pay a final dividend of RMB0.013 per Share (tax inclusive) for the year ended 31 December 2021, totaling an aggregate amount of RMB4,671,420 (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, 6 June 2022. 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, 2 June 2022 to Monday, 6 June 2022, 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 H Shareholders), 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, 1 June 2022.

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 6 June 2022 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 2021.

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 Non-resident 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 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.

LETTER FROM THE BOARD

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 2022

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2022.

The Company plans to control the total operating expenses and capital expenses for the year 2022 at approximately RMB15.58 million and RMB0, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2022. 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 2021

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2021. The annual report for the year 2021 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. 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 AGM shall be voted by poll. Votes may be given either personally or by proxy.

11. RECOMMENDATION

The Board 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 recommends you to vote in favour of all the resolutions at the AGM.

12. 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, 25 May 2022 at 10:30 a.m. is set out on pages 10 to 12 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).

Shareholders who intend to appoint a proxy to attend the AGM shall 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 H Shareholders), 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.

13. 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 Tuesday, 26 April 2022 to Wednesday, 25 May 2022, 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 H Shareholders), 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 Monday, 25 April 2022.

LETTER FROM THE BOARD

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 25 April 2022 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, 2 June 2022 to Monday, 6 June 2022, 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 H Shareholders), 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, 1 June 2022.

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 6 June 2022 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.
Li Peng
Chairman

NOTICE OF AGM

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 2021 (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, 25 May 2022 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 2021.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2021.
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 2021, to declare a final dividend of RMB0.013 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 2022.
6. To consider and approve the annual report of the Company for the year ended 31 December 2021.

NOTICE OF AGM

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.

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

The People's Republic of China, 6 April 2022

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 Tuesday, 26 April 2022 to Wednesday, 25 May 2022, 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 Monday, 25 April 2022.

Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 25 April 2022 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, shareholders of the Company who intend to appoint a proxy to attend the AGM shall 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 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.

NOTICE OF AGM

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. Gong Xiaoting; the non-executive Directors are Mr. Peng Qilei, Ms. Liu Jing and Ms. Tong Fangyan; 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 Listed Company Information" page for 7 days from the date of this posting and it will be also posted on the Company's website at www.fyleasing.com.