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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

HELD ON 25 MAY 2022

AND

PAYMENT OF FINAL DIVIDEND

References are made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”), both dated 6 April 2022. 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 AGM at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Wednesday, 25 May 2022. All the proposed resolutions set out in the Notice were duly passed by way of poll at the AGM.

The AGM was convened by the Board. Mr. Li Peng, an executive Director, was the chairman of the AGM and presided over the AGM. The attendance record of the Directors at the AGM was as follows:

- Mr. Li Peng and Mr. Weng Jianxing attended the AGM in person; and
- Ms. Gong Xiaoting, Mr. Peng Qilei, Ms. Liu Jing, Ms. Tong Fangyan, Mr. Fung Che Wai Anthony, Mr. Hon Leung and Mr. Liu Shengwen attended the AGM by telephone.

1. POLL RESULTS OF THE AGM

As at the date of the AGM, 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 AGM and vote for or against or abstain from voting on the resolutions proposed thereat. The Shareholders and proxies of Shareholders attending the AGM held a total of 264,500,000 voting Shares, representing approximately 73.61% of the total number of issued Shares as the date of the AGM.

There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the resolutions proposed at the AGM 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 any of the proposed resolutions at the AGM. The convening, holding and voting of the AGM were all in compliance with the requirements of the PRC Company Law, other relevant PRC laws and regulations and the Articles of Association. For details of the resolutions considered at the AGM, please refer to the Circular.

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the report of the Board of Directors for the year ended 31 December 2021.	264,500,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2021.	264,500,000 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the final financial accounts of the Company for the year ended 31 December 2021.	264,500,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
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 and to declare a final dividend of RMB0.013 per Share, and authorise the Board to implement the matters related to final dividend distribution.	264,500,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the financial budget plan of the Company for the year ending 31 December 2022.	264,500,000 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the annual report of the Company for the year ended 31 December 2021.	264,500,000 (100%)	0 (0%)	0 (0%)
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.	264,500,000 (100%)	0 (0%)	0 (0%)

As more than one half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolutions numbered 1 to 7, these resolutions were duly passed as ordinary resolutions 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 AGM.

2. PAYMENT OF FINAL DIVIDEND

Following the approval by the Shareholders at the AGM, the Board is pleased to announce the payment of the final dividend of RMB0.013 per Share (tax inclusive) for the year ended 31 December 2021, totalling an aggregate amount of RMB4,671,420 (the “**Final Dividend**”). Details are as follows:

- (1) The Company will pay the Final Dividend in cash to the Shareholders whose names appear on the register of members of the Company after the close of business on Monday, 6 June 2022.
- (2) The Company is expected to pay the Final Dividend on or before Thursday, 14 July 2022. Final Dividend on Domestic Shares and Unlisted Foreign Shares will be paid in RMB; Final Dividend on H Shares will be paid in Hong Kong Dollars, converted at the central parity exchange rate of RMB against Hong Kong Dollars published by the People’s Bank of China on the date of the AGM (i.e., HK\$1.00 = RMB0.8479). Therefore, the Final Dividend payable on H Shares is HK\$0.0153 (tax inclusive) per H Share.
- (3) 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, 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.
- (4) The Company has appointed Tricor Investor Services Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Final Dividend declared by the Company on behalf of the H Shareholders. The dividend of H Shareholders for 2021 will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar, Tricor Investor Services Limited, by ordinary mail to all the H Shareholders at their own risk on or before Thursday, 14 July 2022.

(5) Taxes

- (i) 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.
- (ii) 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.

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

Shenzhen, the PRC, 25 May 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 rules governing the listing of securities on GEM made by the Stock Exchange from time to time 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 Company Announcement" page for at least 7 days from the date of its posting and it will be also posted on the Company's website at www.fyleasing.com.