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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 2023
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2023
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2023
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2023
FINANCIAL BUDGET PLAN FOR THE YEAR 2024
ANNUAL REPORT FOR THE YEAR 2023
RE-APPOINTMENT OF EXTERNAL AUDITOR
RE-ELECTION OF DIRECTORS
AND
RE-ELECTION OF SUPERVISORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 physically held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Friday, 17 May 2024 at 10:00 a.m. is set out on pages 19 to 22 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the Stock Exchange's website (www.hkexnews.hk) 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, 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

15 April 2024

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, the following expressions shall have the following meanings unless the context otherwise requires:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held physically at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC at 10:00 a.m. on Friday, 17 May 2024
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	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
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	10 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, and for the purposes of this circular only, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) with nominal value of RMB1.00 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SHINEWING”	SHINEWING (HK) CPA Limited
“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
“%”	per cent

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)

Independent non-executive Directors:

Mr. Liu Shengwen (劉升文)
Mr. Hon Leung (韓亮)
Mr. Tong Qiang (佟強)

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

15 April 2024

To the Shareholders

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2023
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2023
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AND
RE-ELECTION OF SUPERVISORS
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 2023
- (2) Work Report of the Supervisory Committee for the year 2023
- (3) Final financial accounts for the year 2023
- (4) Profit distribution plan for the year 2023
- (5) Financial budget plan for the year 2024
- (6) Annual report for the year 2023
- (7) Re-appointment of SHINEWING as the external auditor of the Company for the year 2024
- (8) Re-election of Directors of the fourth session of the Board
- (9) Re-election of Supervisors (excluding the employee representative Supervisor) of the fourth session of the Supervisory Committee

3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year 2023. The full text of the work report of the Board of Directors for the year 2023 is set out in the section headed "Report of the Directors" of the annual report of the Company for the year 2023.

4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2023. The full text of the work report of the Supervisory Committee for the year 2023 is set out in the section headed "Report of the Supervisory Committee" of the annual report of the Company for the year 2023.

LETTER FROM THE BOARD

5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2023

An ordinary resolution will be proposed at the AGM to approve the final financial accounts of the Company for the year 2023. The full text of the final financial accounts for the year 2023 is set out in the annual results announcement of the Company for the year 2023 published by the Company on 27 March 2024 and the annual report of the Company for the year 2023.

6. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2023

To guarantee the Company's sustained, stable and healthy development, enhance its ability to resist risks, and better safeguard the long-term interests of all Shareholders, an ordinary resolution will be proposed at the AGM to consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2023.

7. FINANCIAL BUDGET PLAN FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2024.

The Company plans to control the total operating expenses and capital expenses for the year 2024 at approximately RMB29.20 million and RMB30.00 million, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2024. 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 2023

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2023.

9. RE-APPOINTMENT OF EXTERNAL AUDITOR

An ordinary resolution will be proposed at the AGM to approve the re-appointment of SHINEWING 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. RE-ELECTION OF DIRECTORS

In accordance with article 117 of the Article of Association, Directors shall be elected or changed at the shareholders' general meeting and serve a term of 3 years. A Director may serve consecutive terms if re-elected upon the expiry of his/her term.

The term of the current session of the Board will expire on 12 May 2024. Mr. Li Peng, Mr. Weng Jianxing and Ms. Gong Xiaoting as executive Directors, Mr. Peng Qilei and Ms. Liu Jing as a non-executive Director, Mr. Liu Shengwen, Mr. Hon Leung and Mr. Tong Qiang as independent non-executive Directors are eligible and willing to offer themselves for re-election. They have been nominated by the Nomination Committee and the Board as candidates for Directors to be re-elected at the AGM.

The independent non-executive Directors have respectively confirmed their independence pursuant to the factors set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee has assessed and reviewed the independence of all the independent non-executive Directors. The Nomination Committee is of the view that all the independent non-executive Directors meet the factors set out in Rule 5.09 of the GEM Listing Rules.

When determining suitable candidates for independent non-executive Directors, the Board takes into full account the benefits of diversity on the Board and considers factors including but not limited to: (1) relevant accomplishment and professional knowledge and industry experience of the candidates; (2) the candidates' commitment in respect of available time, interest and attention to the businesses of the Company; (3) perspectives, skills and experience that the candidates can bring to the Board; and (4) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. Having considered the above, the Board is of the view that the candidates for independent non-executive Directors can bring valuable contributions to the Company and further promote the diversity on the Board.

Separate ordinary resolutions will be proposed at the AGM to approve the re-election of each of Mr. Li Peng, Mr. Weng Jianxing, Ms. Gong Xiaoting, Mr. Peng Qilei, Ms. Liu Jing, Mr. Liu Shengwen, Mr. Hon Leung and Mr. Tong Qiang as Directors of the fourth session of the Board. Their biographical details and relevant information are set out in Appendix I to this circular.

LETTER FROM THE BOARD

11. RE-ELECTION OF SUPERVISORS

In accordance with article 174 of the Article of Association, Supervisors serve a term of 3 years and may serve consecutive terms if re-elected. The shareholder representatives of the supervisory committee shall be elected at the shareholders' general meeting.

The term of the current session of the Supervisory Committee will expire on 12 May 2024. Mr. Zhu Xiaodong and Mr. Sun Luran as Shareholder representative Supervisors are eligible and willing to offer themselves for re-election. They have been nominated by the Supervisory Committee as candidates for the Shareholder representative Supervisors to be re-elected at the AGM.

Separate ordinary resolutions will be proposed at the AGM to approve the re-election of each of Mr. Zhu Xiaodong and Mr. Sun Luran as Supervisors of the fourth session of the Supervisory Committee. Their biographical details and relevant information are set out in Appendix II to this circular.

12. 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions set out in the notice of the AGM and shall be voted by poll. Votes may be given either personally or by proxy.

13. 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.

14. AGM

Notices convening the AGM to be physically held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Friday, 17 May 2024 at 10:00 a.m. respectively are set out on pages 19 to 22 of this circular. A form of proxy for use at each of the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fyleasing.com).

LETTER FROM THE BOARD

Those 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 respective meetings 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 respective meetings 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.

15. 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 Monday, 13 May 2024 to Friday, 17 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Friday, 10 May 2024.

Shareholders whose names appear on the register of members of the Company after the close of business on Friday, 10 May 2024 are entitled to attend and vote at the AGM.

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

The biographical details and relevant information of the Directors proposed to be re-elected as Directors of the fourth session of the Board at the AGM are set out as follows:

EXECUTIVE DIRECTORS

(1) Mr. Li Peng

Mr. Li Peng (李鵬) (“Mr. Li”), aged 60, is the chairman of the Board, general manager, executive Director, chairman of the nomination committee and compliance officer of the Company. He was appointed as a Director on 28 September 2012. He also holds directorships or senior management positions in several members under the Group. Mr. Li obtained his bachelor’s degree in Law from Peking University in the PRC in July 1984. Mr. Li has extensive legal knowledge and years of experience in corporate management. Prior to joining the Group, he was a partner of Tian Yuan Law Firm (天元律師事務所). From September 2012 to May 2014, Mr. Li served as a director in China Lihe Company Limited (力合股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000532). Since July 2018, Mr. Li served as an independent non-executive director in Shanghai Yaohua Pilkington Glass Group Co., Ltd. (上海耀皮玻璃集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600819).

Upon the approval of Mr. Li’s re-election at the AGM, the Company will enter into a service contract with Mr. Li for a term of three years commencing from the conclusion of the AGM. Mr. Li will be entitled to a remuneration of approximately RMB600,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions, the results of the Group and the recommendations from the remuneration committee.

Save as disclosed above, Mr. Li has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Li has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Weng Jianxing

Mr. Weng Jianxing (翁建興) (“Mr. Weng”), aged 46, is an executive Director and risk management director of the Company. He also holds directorships or senior management positions in several members under the Group. He was appointed as a Director on 9 June 2016. Mr. Weng obtained his bachelor’s degree in transportation, master’s degree in corporate management and doctor’s degree in business administration from Changsha Transportation Institute (長沙交通學院), Changsha University of Science & Technology (長沙理工大學) and Central South University (中南大學) in the PRC in June 2002, June 2005 and November 2011, respectively. Mr. Weng has more than ten years of experience in financial products and risk management. Prior to joining the Group, Mr. Weng was a product manager in Credit Orientwise Group Ltd. (中國中科智擔保集團股份有限公司) and a risk control manager of CIMC Financial Leasing Company Limited (中集融資租賃有限公司).

Upon the approval of Mr. Weng’s re-election at the AGM, the Company will enter into a service contract with Mr. Weng for a term of three years commencing from the conclusion of the AGM. Mr. Weng will be entitled to a remuneration of approximately RMB600,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions, the results of the Group and the recommendations from the remuneration committee.

Save as disclosed above, Mr. Weng has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Weng has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Ms. Gong Xiaoting

Ms. Gong Xiaoting (貢曉婷) (“Ms. Gong”), aged 41, is an executive Director, chief financial officer, secretary of the Board and a joint company secretary of the Company. She also holds directorships or senior management positions in various members of the Group. She was appointed as a Director on 12 May 2021. In addition, she is the daughter of Mr. Gong Liang who owns 45% equity interest in Beijing Municipality Dayuan Tiandi Property Development Co., Ltd. (北京市大苑天地房地產開發有限公司) (“**Dayuan Tiandi**”), a substantial Shareholder of the Company. Ms. Gong obtained her bachelor’s degree from Ohio State University in June 2005 and her master’s degree from University of Illinois Urbana-Champaign in May 2007. Ms. Gong qualified as a certified public accountant under The Illinois Public Accounting Act in the State of Illinois in September 2008. Prior to joining the Group, Ms. Gong served as a senior auditor at KPMG LLP and an investment manager at Ningbo Shanshan Co., Ltd. (寧波杉杉股份有限公司) (“**Shanshan**”), a former substantial Shareholder, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600884).

Ms. Gong’s father, Mr. Gong Liang, owns 45% equity interest in Dayuan Tiandi, a substantial Shareholder holding 80,000,000 Domestic Shares, representing 22.26% of the total number of issued shares of the Company as at the Latest Practicable Date.

Upon the approval of Ms. Gong’s re-election at the AGM, the Company will enter into a service contract with Ms. Gong for an initial term of three years commencing from the conclusion of the AGM. Ms. Gong will be entitled to a remuneration of approximately RMB600,000 per annum, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions, the results of the Group and the recommendations from the Remuneration Committee.

Save as disclosed above, Ms. Gong has confirmed that as at the Latest Practicable Date, (i) she does not hold any other positions with any members of the Group; (ii) she does not, nor did she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) she does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Gong has confirmed that, there are no other matters relating to her appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

(1) Mr. Peng Qilei

Mr. Peng Qilei (彭期磊) (“Mr. Peng”), aged 60, is a non-executive Director and a member of the remuneration committee of the Company. He was appointed as a Director on 12 May 2021. Mr. Peng is currently a senior management of Dayuan Tiandi and its several related companies. Mr. Peng obtained a bachelor of engineering degree in automatic mechanics from Taiyuan Institute of Machinery (太原機械學院) in 1983, and a master of engineering postgraduate degree from the School of Vehicles Engineering of Beijing Institute of Technology (北京理工大學車輛工程學院) in 1994. He has extensive experience in the fields of engineering and management, and served as the general manager at Beijing Longxin Communication Cables Co., Ltd. (北京龍信通信電纜有限公司). Since December 2020, Mr. Peng has been serving as an executive partner of Zhuhai Mingrun Guangju Technology Industry Investment Enterprise (珠海明潤廣居科技產業投資企業).

Upon the approval of Mr. Peng’s re-election at the AGM, the Company will enter into a service contract with Mr. Peng for an initial term of three years commencing from the conclusion of the AGM. Mr. Peng will not receive remuneration from the Company during his tenure as a non-executive Director.

Save as disclosed above, Mr. Peng has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Peng has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Ms. Liu Jing

Ms. Liu Jing (劉敬) (“Ms. Liu”), aged 54, is a non-executive Director of the Company. She was appointed as a Director on 12 May 2021. Ms. Liu currently serves as a senior executive at Dayuan Tiandi and various related companies of Dayuan Tiandi. Ms. Liu obtained her bachelor’s degree from Beijing University of Chemical Technology (北京化工大學) in 1991. Ms. Liu has extensive experience in the field of accounting and was as a financial staff at Beijing Haiyu Industrial and Trading Co., Ltd. (北京海玉工貿公司), Beijing Zhongyu Decoration and Renovation Products Co., Ltd. (北京中玉裝飾裝潢製品有限公司) and Ruicheng Hotel (瑞成大酒店).

Upon the approval of Ms. Liu’s re-election at the AGM, the Company will enter into a service contract with Ms. Liu for an initial term of three years commencing from the conclusion of the AGM. Ms. Liu will not receive remuneration from the Company during her tenure as a non-executive Director.

Save as disclosed above, Ms. Liu has confirmed that as at the Latest Practicable Date, (i) she does not hold any other positions with any members of the Group; (ii) she does not, nor did she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) she does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Ms. Liu has confirmed that, there are no other matters relating to her appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(1) Mr. Liu Shengwen

Mr. Liu Shengwen (劉升文) (“Mr. Liu”), aged 47, is an independent non-executive Director, the chairman of the audit committee and the chairman of the remuneration committee of the Company. He was appointed as an independent non-executive Director on 21 April 2017. Mr. Liu is a partner of Da Hua Certified Public Accountants Shenzhen Branch and serves as an independent director of Shenzhen Tech and Ecology & Environment Co., Ltd. (深圳市鐵漢生態環境股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300197). Mr. Liu qualified as a certified public valuer and an accountant by China Appraisal Society (中國資產評估協會) and The Chinese Institute of Certified Public Accountants of the PRC in May 2000 and February 2000, respectively. Mr. Liu obtained a master’s degree in software engineering from Yunnan University (雲南大學) in the PRC in June 2012. Mr. Liu has extensive experience in accounting. He worked at several accounting firms. Mr. Liu was the deputy director of Baker Tilly China Certified Public Accountants Shenzhen Branch and the deputy director of Beijing Tianyuanquan Accounting Firm (北京天圓全會計師事務所) Shenzhen Branch.

Upon the approval of Mr. Liu’s re-election at the AGM, the Company will enter into a service contract with Mr. Liu for a term of three years commencing from the conclusion of the AGM. Mr. Liu will be entitled to a remuneration of approximately HKD120,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Liu has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Hon Leung

Mr. Hon Leung (韓亮) (“Mr. Hon”), aged 41, is an independent non-executive Director and a member of each of the audit committee, the nomination committee and the remuneration committee of the Company. He was appointed as an independent non-executive Director on 21 April 2017. Mr. Hon is an independent non-executive director of China Investment and Finance Group Limited (中國投融資集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1226). Mr. Hon qualified as a certified public accountant by the HKICPA in November 2012. Mr. Hon obtained his bachelor’s degree in accounting and finance from the University of Hong Kong in November 2007. Mr. Hon has extensive experience in accounting. He served as an audit manager in KPMG and as a financial manager in King & Wood Mallesons. In February 2015, Mr. Hon founded William Hon & Co., an accounting firm, where he has been responsible for general management.

Upon the approval of Mr. Hon’s re-election at the AGM, the Company will enter into a service contract with Mr. Hon for a term of three years commencing from the conclusion of the AGM. Mr. Hon will be entitled to a remuneration of approximately HKD120,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Hon has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Hon has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(3) Mr. Tong Qiang

Mr. Tong Qiang (佟強) (“Mr. Tong”), aged 64, is an independent non-executive Director and a member of each of the audit committee and the nomination committee of the Company. He was appointed as an independent non-executive Director on 25 August 2023. He has extensive experience in the fields of corporate law, property law and contract law in the PRC. Since August 1984, he successively served as teaching assistant, lecturer, master tutor and associate professor at Peking University (中國北京大學) Law School in the PRC, primarily responsible for the teaching and research on civil and commercial law of the PRC and he retired in July 2020. He currently served as an arbitrator at Shenzhen Arbitration Commission (深圳仲裁委員會), Dalian Arbitration Commission (大連仲裁委員會) and Qingdao Arbitration Commission (青島仲裁委員會). Mr. Tong obtained a bachelor degree in law from Peking University in July 1984.

Upon the approval of Mr. Tong’s re-election at the AGM, the Company will enter into a service contract with Mr. Tong for a term of three years commencing from the conclusion of the AGM. Mr. Tong will be entitled to a remuneration of approximately HKD120,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Tong has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Tong has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The biographical details and relevant information of the Supervisors proposed to be elected as Supervisors of the fourth session of the Supervisory Committee at the AGM are set out as follows:

(1) Mr. Zhu Xiaodong

Mr. Zhu Xiaodong (朱曉東) (“Mr. Zhu”), aged 51, was appointed as a Supervisor and elected as the representative of the Shareholders on 11 August 2015, and was subsequently appointed as the chairman of the Supervisory Committee on 12 May 2021. Since July 2003, he has been the chief financial officer of Dayuan Tiandi, a property developer, where he has been responsible for the financial management of that company. Mr. Zhu obtained a bachelor’s degree in law from Tianjin Normal University (天津師範大學) in the PRC in July 2001.

Upon the approval of Mr. Zhu’s re-election at the AGM, the Company will enter into a service contract with Mr. Zhu for a term of three years commencing from the conclusion of the AGM. Mr. Zhu will not receive remuneration from the Company during his tenure as a Supervisor.

Save as disclosed above, Mr. Zhu has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhu has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Sun Luran

Mr. Sun Luran (孫路然) (“**Mr. Sun**”), aged 31, was appointed as a Supervisor on 12 May 2021. During the period from 12 April 2016 to 12 May 2021, he was a Director of the Company taking an advisory role in the Board in view of his knowledge in finance, understanding in the capital and financial market and financial risk management, which will assist the Board in evaluating and improving the internal control and risk management systems of the Group. He joined Shenzhen Shanhaitong Information Technology Co., Ltd. (深圳杉匯通信息科技有限公司), formerly known as Shenzhen Shanhaitong Internet Financial Service Co., Ltd. (深圳杉匯通互聯網金融服務有限公司) as a risk control manager in May 2016 and has been involved in risk management related work shortly after his graduation from the University of Huddersfield in the United Kingdom in June 2014 and March 2016, where he received his bachelor’s degree in business management and master’s degree in finance, respectively.

Upon the approval of Mr. Sun’s re-election at the AGM, the Company will enter into a service contract with Mr. Sun for a term of three years commencing from the conclusion of the AGM. Mr. Sun will be entitled to a remuneration of approximately RMB280,000 per annum, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions, the results of the Group and the recommendations from the Remuneration Committee.

Save as disclosed above, Mr. Sun has confirmed that as at the Latest Practicable Date, (i) he does not hold any other positions with any members of the Group; (ii) he does not, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (iii) he does not have any relationships with any other Directors, Supervisors, senior management of the Company, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Sun has confirmed that, there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF AGM

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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 the an annual general meeting for the year 2023 (the “**AGM**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) will be physically held at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the People’s Republic of China (the “**PRC**”) on Friday, 17 May 2024 at 10:00 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 2023.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2023.
4. To consider and approve the proposal of not distributing the Company’s profit for the year ended 31 December 2023.
5. To consider and approve the financial budget plan of the Company for the year ending 31 December 2024.
6. To consider and approve the annual report of the Company for the year ended 31 December 2023.
7. To consider and approve the re-appointment of SHINEWING (HK) CPA 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.

NOTICE OF AGM

8. (a) To re-elect the following persons as a Director of the fourth 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. Peng Qilei as a non-executive Director.
 - (v) Ms. Liu Jing as a non-executive Director.
 - (vi) Mr. Liu Shengwen as an independent non-executive Director.
 - (vii) Mr. Hon Leung as an independent non-executive Director.
 - (viii) Mr. Tong Qing as an independent non-executive Director.
- (b) To authorise the Board to determine the Directors' remuneration.
9. (a) To re-elect the following persons as a supervisor (the "**Supervisor**") of the fourth 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.

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

The PRC, 15 April 2024

NOTICE OF AGM

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 Monday, 13 May 2024 to Friday, 17 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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) for registration not later than 4:30 p.m. on Friday, 10 May 2024.

Shareholders whose names appear on the register of members of the Company after the close of business on Friday, 10 May 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

NOTICE OF AGM

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 and Ms. Liu Jing; and the independent non-executive Directors are Mr. Liu Shengwen, Mr. Hon Leung and Mr. Tong Qiang.

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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the "Latest Listed Company Information" page for 7 days from the date of this posting and will be also posted on the website of the Company at www.fyleasing.com.