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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, 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 2024**  
**WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2024**  
**FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2024**  
**PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024**  
**FINANCIAL BUDGET PLAN FOR THE YEAR 2025**  
**ANNUAL REPORT FOR THE YEAR 2024**  
**RE-APPOINTMENT OF EXTERNAL AUDITOR**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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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 physically at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Friday, 30 May 2025 at 10:00 a.m. is set out on pages 7 to 9 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](http://www.hkexnews.hk)) and the Company's website ([www.fyleasing.com](http://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.

## 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, 30 May 2025
“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 2025, 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
“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

16 April 2025

*To the Shareholders*

Dear Sir/Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024  
WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2024  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2024  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024  
FINANCIAL BUDGET PLAN FOR THE YEAR 2025  
ANNUAL REPORT FOR THE YEAR 2024  
RE-APPOINTMENT OF EXTERNAL AUDITOR  
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 2024
- (2) Work Report of the Supervisory Committee for the year 2024
- (3) Final financial accounts for the year 2024
- (4) Profit distribution plan for the year 2024
- (5) Financial budget plan for the year 2025
- (6) Annual report for the year 2024
- (7) Re-appointment of SHINEWING as the external auditor of the Company for the year 2025

### 3. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of Directors for the year 2024. The full text of the work report of the Board of Directors for the year 2024 is set out in the section headed “Report of the Directors” of the annual report of the Company for the year 2024.

### 4. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to approve the work report of the Supervisory Committee for the year 2024. The full text of the work report of the Supervisory Committee for the year 2024 is set out in the section headed “Report of the Supervisory Committee” of the annual report of the Company for the year 2024.

### 5. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2024

An ordinary resolution will be proposed at the AGM to approve the final financial accounts of the Company for the year 2024. The full text of the final financial accounts for the year 2024 is set out in the annual results announcement of the Company for the year 2024 published by the Company on 31 March 2025 and the annual report of the Company for the year 2024.

## LETTER FROM THE BOARD

### **6. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2024**

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 2024.

### **7. FINANCIAL BUDGET PLAN FOR THE YEAR 2025**

An ordinary resolution will be proposed at the AGM to approve the financial budget plan of the Company for the year 2025.

The Company plans to control the total operating expenses and capital expenses for the year 2025 at approximately RMB30.66 million and RMB7.20 million, respectively.

The above financial budget amounts are only estimations made with reference to the Company's business development plans for the year 2025. 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 2024**

An ordinary resolution will be proposed at the AGM to approve the annual report of the Company for the year 2024.

### **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.

### **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 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.

### **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.



## LETTER FROM THE BOARD

### 12. AGM

Notices convening the AGM to be held physically at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the PRC on Friday, 30 May 2025 at 10:00 a.m. respectively are set out on pages 7 to 9 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](http://www.hkexnews.hk)) and the Company ([www.fyleasing.com](http://www.fyleasing.com)).

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.

### 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 Monday, 26 May 2025 to Friday, 30 May 2025, 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, 23 May 2025.

Shareholders whose names appear on the register of members of the Company after the close of business on Friday, 23 May 2025 are entitled to attend and vote 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** the an annual general meeting (the “**AGM**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”) will be held physically at Room 1603, Cheung Kei Building, No. 128 Xinzhou 11th Street, Futian District, Shenzhen, the People's Republic of China (the “**PRC**”) on Friday, 30 May 2025 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 2024.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2024.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2024.
4. To consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2024.
5. To consider and approve the financial budget plan of the Company for the year ending 31 December 2025.
6. To consider and approve the annual report of the Company for the year ended 31 December 2024.

## NOTICE OF AGM

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.

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

The PRC, 16 April 2025

*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, 26 May 2025 to Friday, 30 May 2025, 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, 23 May 2025.

Shareholders whose names appear on the register of members of the Company after the close of business on Friday, 23 May 2025 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 appointor 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](http://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](http://www.fyleasing.com).*