

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

HELD ON 12 MAY 2021;

(2) PAYMENT OF FINAL DIVIDEND;

(3) CHANGE OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES;

(4) CHANGE OF COMPOSITION OF THE SUPERVISORY COMMITTEE;

(5) RESIGNATION OF JOINT COMPANY SECRETARY AND CHANGE OF HEAD OF FINANCE DEPARTMENT AND BOARD SECRETARY; AND

(6) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the: (i) notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of FY Financial (Shenzhen) Co., Ltd. (the “**Company**”), both dated 29 March 2021; and (ii) announcement of the Company dated 23 March 2021 (the “**Announcement**”). 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, 12 May 2021. All the proposed resolutions set out in the Notice was duly passed by way of poll at the AGM.

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 267,500,000 voting Shares, representing approximately 74.44% of the total number of issued Shares as the date of 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.

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 2020.	267,500,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2020.	267,500,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
3.	To consider and approve the final financial accounts of the Company for the year ended 31 December 2020.	267,500,000 (100%)	0 (0%)	0 (0%)
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 2020 and to declare a final dividend of RMB0.003 per Share and authorise the Board to implement the matters related to final dividend distribution.	267,500,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the financial budget plan of the Company for the year ending 31 December 2021.	267,500,000 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the annual report of the Company for the year ended 31 December 2020.	267,500,000 (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.	267,500,000 (100%)	0 (0%)	0 (0%)
8.	(a) To elect or re-elect each of the following persons as a Director of the third session of the Board:	/		
	(i) Mr. Li Peng as an executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(ii) Mr. Weng Jianxing as an executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(iii) Ms. Gong Xiaoting as an executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(iv) Mr. Zhuang Wei as a non-executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(v) Ms. Liu Jing as a non-executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
	(vi) Mr. Peng Qilei as a non-executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(vii) Mr. Fung Che Wai Anthony as an independent non-executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(viii) Mr. Hon Leung as an independent non-executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(ix) Mr. Liu Shengwen as an independent non-executive Director.	267,500,000 (100%)	0 (0%)	0 (0%)
	(b) To authorise the Board to determine the Directors' remuneration.	267,500,000 (100%)	0 (0%)	0 (0%)
9.	(a) To elect of re-elect each of the following persons as a Supervisor of the third session of the Supervisory Committee:	/		
	(i) Mr. Zhu Xiaodong as a Supervisor.	267,500,000 (100%)	0 (0%)	0 (0%)
	(ii) Mr. Sun Luran as a Supervisor.	267,500,000 (100%)	0 (0%)	0 (0%)
	(b) To authorise the Board to determine the Supervisors' remuneration.	267,500,000 (100%)	0 (0%)	0 (0%)
SPECIAL RESOLUTION		Number of Votes and Percentage of Total Number of Votes		
		FOR	AGAINST	ABSTAIN
10.	To consider and approve the proposed amendments to the Articles of Association as set out in the Circular.	267,500,000 (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 9, these resolutions were duly passed as ordinary resolutions of the Company.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of the resolution numbered 10, this resolution was duly passed as a special resolution 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 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 a final dividend of RMB0.003 (including tax) per Share for the year ended 31 December 2020, with a total amount of RMB1,078,020 (including tax) ("**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 Shares after the close of business on Monday, 31 May 2021.
- (2) The Company is expected to pay the Final Dividend on or before Tuesday, 13 July 2021. 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 = RMB0.8272). Therefore, the Final Dividend payable on H Shares is HK\$0.0036 (tax inclusive) per H Share.
- (3) For determining the entitlement of the H Shareholders of the Final Dividend, the transfer books and register of members of H Shares will be closed from Thursday, 27 May 2021 to Monday, 31 May 2021, both days inclusive, during which period no Share transfers can be registered. In order to be eligible for entitlement of the Final Dividend, unregistered holders of H Shares should ensure that all transfer documents of H Shares accompanied by the relevant H 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 not later than 4:30 p.m. on Wednesday, 26 May 2021.

- (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 2020 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 Tuesday, 13 July 2021.
- (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) promulgated on 6 November 2008, the Company is obliged to withhold and remit enterprise income tax at a rate of 10% when it distributed 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 Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994]020) 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.

3. CHANGE OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES

Upon approval at the AGM, Mr. Li Peng (李鵬) and Mr. Weng Jianxing (翁建興) were re-elected as executive Directors of the third session of the Board, Mr. Zhuang Wei (莊巍) was re-elected as non-executive Director of the third session of the Board, and Mr. Fung Che Wai Anthony (馮志偉), Mr. Hon Leung (韓亮) and Mr. Liu Shengwen (劉升文) were re-elected as independent non-executive Directors of the third session of the Board.

Upon approval at the AGM, Ms. Gong Xiaoting (貢曉婷) (“**Ms. Gong**”) was elected as executive Director of the third session of the Board and Ms. Liu Jing (劉敬) and Mr. Peng Qilei (彭期磊) were elected as non-executive Directors of the third session of the Board.

Directors of the third session of the Board were appointed for a term of three years, which shall commence from 12 May 2021. The biographical details of these Directors are set out in the Circular. As of the date of this announcement, there is no change in any of their information as disclosed in the Circular.

The first meeting of the third session of the Board at which resolutions were passed to elect Mr. Zhuang Wei as the chairman of the third session of the Board and elect the following persons as the chairmen and members of the committees of the third session of the Board:

1. Audit Committee

Members: Mr. Fung Che Wai Anthony (chairman), Mr. Hon Leung and Mr. Liu Shengwen

2. Remuneration Committee

Members: Mr. Liu Shengwen (chairman), Mr. Peng Qilei and Mr. Hon Leung

3. Nomination Committee

Members: Mr. Zhuang Wei (chairman), Mr. Fung Che Wai Anthony and Mr. Hon Leung

4. CHANGE OF COMPOSITION OF THE SUPERVISORY COMMITTEE

Upon approval at the AGM, Mr. Zhu Xiaodong (朱曉東) (“**Mr. Zhu**”) was re-elected and Mr. Sun Luran (孫路然) (“**Mr. Sun**”) was elected as Supervisors of the third session of the Supervisory Committee. Mr. Zhu was appointed as the chairman of the Supervisory Committee. The biographical details of Mr. Zhu and Mr. Sun are set out in the Circular. As of the date of this announcement, there is no change in any of their information as disclosed in the Circular.

Mr. Liu Bui (劉兵) has been re-elected as an employee representative Supervisor of the third session of the Supervisory Committee as disclosed in the Announcement. The biographical details of Mr Liu Bui are set out in the Announcement. As of the date of this announcement, there is no change to his information as disclosed in the Announcement.

Supervisors of the third session of the Supervisory Committee were appointed for a term of three years, which shall commence from 12 May 2021.

5. RESIGNATION OF JOINT COMPANY SECRETARY AND CHANGE OF HEAD OF FINANCE DEPARTMENT AND BOARD SECRETARY

The Board hereby announces that Ms. Wang Ying (“**Ms. Wang**”) has tendered her resignation as the head of finance department, board secretary and joint company secretary of the Company with effect from 12 May 2021. Ms. Wang has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Following the resignation of Ms. Wang as the joint company secretary, Ms. Ng Wing Shan, the other existing joint company secretary of the Company who meets the requirements of a company secretary under Rule 5.14 of the GEM Listing Rules, will remain in office and act as the sole company secretary of the Company.

The Board is pleased to announce that Ms. Gong and Ms. Xie Ying (“**Ms. Xie**”) has been appointed as the chief financial officer of the Group and board secretary of the Company respectively, with effect from 12 May 2021.

The biographical details of Ms. Xie are summarised as follows:

Ms. Xie Ying (謝瑛), aged 32, has over 4 years of experience in the corporate secretarial field. Ms. Xie joined the Group as securities affairs representative in December 2017 and was promoted as deputy director of securities affairs and investment department in July 2020. Prior to joining the Group, Ms. Xie was an assistant to the board secretary of NNK Group Limited (年年卡集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3773), from April 2016 to October 2017, where she was responsible for information disclosure, board matters and compliance matters relating to the company. Ms. Xie obtained her bachelor's degree from University of Nevada, Reno majoring in finance in December 2012, and obtained her master's degree from University of California, Riverside majoring in master of business administration in June 2015.

The Board would like to take this opportunity to express its appreciation to Ms. Wang for her valuable contributions to the Company during her tenure of office and welcome Ms. Gong and Ms. Xie for taking up their new roles.

6. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Upon approval at the AGM, the Board is pleased to announce that the proposed amendments to the Articles of Association were duly passed as a special resolution with effect from the date of the AGM. For details of the proposed amendments to the Articles of Associations, please refer to the Circular. The full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company in due course.

By Order of the Board
FY Financial (Shenzhen) Co., Ltd.
Zhuang Wei
Chairman

Shenzhen, the PRC, 12 May 2021

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. Zhuang Wei (莊巍)

Ms. Liu Jing (劉敬)

Mr. Peng Qilei (彭期磊)

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.