

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 10 May 2017 (the “**Prospectus**”) issued by FY Financial (Shenzhen) Co., Ltd. (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Public Offer and the Placing described below before deciding whether or not to invest in the Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The securities of the Company may not be offered or sold in the United States except pursuant to registration or an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local security laws. There will be no public offer of securities of the Company in the United States.

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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER OF H SHARES

Number of Offer Shares : 89,840,000 H Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares : 8,984,000 H Shares (subject to reallocation)
Number of Placing Shares : 80,856,000 H Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price : Not more than HK\$1.87 and expected to be not less than HK\$1.31 per Offer Share (payable in full on application plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund)
Nominal value : RMB1.00 per H Share
Stock code : 8452

Sole Sponsor, Sole Bookrunner and Sole Lead Manager



Dongxing Securities (Hong Kong) Company Limited

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (WUMP) Ordinance are available, for information purposes only, at the respective offices of the Public Offer Underwriters during normal office hours from 9:00 a.m. to 5:00 p.m. from 10 May 2017 up to and including 15 May 2017.

The Share Offer consists of: (i) the Public Offer of 8,984,000 H Shares (subject to reallocation), representing 10% of the total number of the Offer Shares initially available under the Share Offer; and (ii) the Placing of 80,856,000 H Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the total number of Offer Shares initially available under the Share Offer. The allocation of the H Shares between the Public Offer and the Placing is subject to reallocation as stated in “Structure and Conditions of the Share Offer — Pricing and Allocation — Allocation”.

Application has been made to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued as described in the Prospectus, including any H Shares which may fall to be issued upon the exercise of the Offer Size Adjustment Option. Subject to the approval of the listing of, and permission to deal in, the H Shares as mentioned in the Prospectus on GEM and the Company complies with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Pursuant to the Underwriting Agreements, our Company has granted to the Sole Bookrunner (for itself and on behalf of the Underwriters) the Offer Size Adjustment Option, which is exercisable by the Sole Bookrunner (for itself and on behalf of the Underwriters) in its absolute discretion on or before the business day immediately before the date of allotment results announcement, in writing, to require our Company to allot and issue up to 13,476,000 additional H Shares at the Offer Price, representing 15% of the total number of H Shares initially available for subscription under the Share Offer. Any such additional H Shares may be issued to cover any excess demand in the Share Offer at the absolute discretion of the Sole Bookrunner (for itself and on behalf of the Underwriters).

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Bookrunner to meet any excess demand in the Share Offer. The Offer Size Adjustment Option will not be associated with any price stabilisation activity of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). No purchase of the H Shares in the secondary market will be effected to cover any excess demand in the Share Offer which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part.

Our Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at www.hkexnews.hk and our Company's website at www.fyleasing.com.

The Offer Price will be not more than HK\$1.87 per Offer Share and is expected to be not less than HK\$1.31 per Offer Share, unless otherwise announced. Applicants under the Public Offer must pay, on application, the maximum indicative Offer Price of HK\$1.87 per Public Offer Share plus 1% brokerage, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee, subject to refund if the Offer Price as finally determined is less than HK\$1.87 per Offer Share.

The Public Offer is conditional upon the fulfilment of the conditions set out in "Structure and Conditions of the Share Offer — Conditions of the Public Offer" in the Prospectus. If such conditions have not been fulfilled or waived prior to the dates and times specified, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of lapse will be published by the Company on the Stock Exchange's website on www.hkexnews.hk and the Company's website at www.fyleasing.com on the next Business Day following such lapse.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who would like to have the allotted Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their

CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 10 May 2017, until 12:00 noon on Monday, 15 May 2017 from:

(1) the following offices of the Public Offer Underwriters:

Dongxing Securities (Hong Kong) Company Limited

6805-6806A, 68/F, International Commerce Centre,
1 Austin Road West,
Kowloon, Hong Kong

KGI Capital Asia Limited

41/F Central Plaza
18 Harbour Road
Wanchai, Hong Kong

SPDB International Capital Limited

Suites 3207-3212
One Pacific Place
88 Queensway
Hong Kong

Huabang Securities Limited

Room 2005
20/F Enterprise Square Two
3 Sheung Yuet Road, Kowloon Bay
Kowloon, Hong Kong

(2) the following branches of the receiving bank, **The Bank of East Asia, Limited:**

District	Branch Name	Address
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	Wanchai Branch	Shop A-C, G/F, Easey Commercial Building, 253-261 Hennessy Road, Wanchai
	North Point Branch	326-328 King's Road, North Point
Kowloon	Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall, Mei Foo
	Yaumatei Branch	G/F, 526 Nathan Road, Yaumatei
	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
New Territories	Tai Wai Branch	Cheung Fung Mansion, 16-18 Tai Wai Road, Shatin
	Tuen Mun Branch	Shop G16, G/F, Eldo Court Shopping Centre, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 10 May 2017 until 12:00 noon on Monday, 15 May 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited — FY Financial Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Wednesday, 10 May 2017 — 9:00 a.m. to 5:00 p.m.
Thursday, 11 May 2017 — 9:00 a.m. to 5:00 p.m.
Friday, 12 May 2017 — 9:00 a.m. to 5:00 p.m.
Saturday, 13 May 2017 — 9:00 a.m. to 1:00 p.m.
Monday, 15 May 2017 — 9:00 a.m. to 12:00 noon

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Wednesday, 10 May 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 11 May 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 12 May 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 13 May 2017 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 15 May 2017 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** service at www.hkeipo.hk from 9:00 a.m. on Wednesday, 10 May 2017 until 11:30 a.m. on Monday, 15 May 2017 or such later time as described in “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last day for applications).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 10 May 2017 until 12:00 noon on Monday, 15 May 2017 or such later time as described in “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Monday, 15 May 2017, the last day for applications, or such later time as described in “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists”.

Please refer to “Structure and Conditions of the Share Offer” and “How to apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to announce the final Offer Price, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 22 May 2017 on the Company’s website at www.fyleasing.com and the website of the Stock Exchange at www.hkexnews.hk. The results of allocations of the Public Offer (with successful applicants’ identification document numbers, where appropriate) will be made available through a variety of channels on Monday, 22 May 2017 in the manner described in “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

All the H Share certificates for the Offer Shares will only become valid certificates of title provided that (i) the Share Offer has become unconditional in all respects and (ii) neither of the Underwriting Agreements has been terminated in accordance with its terms at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No receipt will be issued for sums paid on application. No temporary documents of title will be issued.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 23 May 2017. The H Shares will be traded in board lots of 2,000 H Shares each. The stock code for the H Shares is 8452.

On behalf of the Board
FY Financial (Shenzhen) Co., Ltd.
Mr. Zhuang Wei
Chairman

Hong Kong, 10 May 2017

As at the date of this announcement, the Board composition is as follows:

Executive Directors:

Mr. Li Peng (李鵬)

Mr. Weng Jianxing (翁建興)

Non-executive Directors:

Mr. Zhuang Wei (莊巍)

Mr. Qian Cheng (錢程)

Ms. Hui Ying (惠穎)

Mr. Sun Luran (孫路然)

Independent non-executive Directors:

Mr. Fung Che Wai Anthony (馮志偉)

Mr. Hon Leung William (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 GEM Listing Rules 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 and a copy of the Prospectus referred to above will remain on the Stock Exchange's website at www.hkexnews.hk, in the case of the announcement, on the "Latest Company Announcements" page for seven days from the day of its posting. This announcement and a copy of the Prospectus will also remain on the Company's website at www.fyleasing.com.