

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

Case Number: _____

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Company name : **Flying Financial Service Holdings Limited**

Stock code (ordinary shares) : **8030**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 11 November, 2013

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 7 May 2012

Name of Sponsor(s) : GF Capital (Hong Kong) Limited

Names of directors : ***Executive Directors:***
(please distinguish the status Mr. Li Zhongyu
of the directors – Executive, Mr. Zheng Weijing
Non-Executive or Independent Mr. Peng Zuohao
Non-Executive)

Independent non-executive Directors:
Mr. Vincent Cheng
Mr. Lu Quanzhang
Mr. Zhang Gongjun

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	:	<table> <tr> <th>Shareholder</th><th>No. of Shares</th><th>Approximate Shareholding</th></tr> <tr> <td>Silvery Dragon Limited (Note)</td><td>528,975,000</td><td>51.83%</td></tr> </table> <p><i>Note:</i> Silvery Dragon Limited was owned as to 72% by High Eminent Limited and as to 28% by Prime Origin Limited. High Eminent Limited was owned as to 55% by Ding Rong Limited, a company wholly-owned by Mr. Li Zhongyu, and as to 45% by Ming Cheng Investments Limited, a company wholly-owned by Mr. Zheng Weijing.</p>	Shareholder	No. of Shares	Approximate Shareholding	Silvery Dragon Limited (Note)	528,975,000	51.83%
Shareholder	No. of Shares	Approximate Shareholding						
Silvery Dragon Limited (Note)	528,975,000	51.83%						
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	N/A						
Financial year end date	:	31st December						
Registered address	:	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands						
Head office and principal place of business	:	Room 801A and 807B 8/F Tsim Sha Tsui Centre 66 Mody Road, Tsim Sha Tsui Kowloon Hong Kong						
Web-site address (if applicable)	:	www.flyingfinancial.hk						
Share registrar	:	<i>Principal share registrar and transfer office in the Cayman Islands:</i> Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road, George Town Grand Cayman KY1-1110 Cayman Island						

*Hong Kong branch share registrar and
transfer office:*

Tricor Investor Services Limited
26/F.
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Auditors : BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in providing short-term financing services, including pawn loan services and entrusted loan services, and financial consultation services.

C. Ordinary shares

Number of ordinary shares in issue : 1,020,555,000

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 5,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio	: N/A
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

On 27 May 2013, the Company and GF Securities (Hong Kong) Brokerage Limited entered into the subscription agreement (“**Subscription Agreement**”) whereby GF Securities (Hong Kong) Brokerage Limited has agreed, subject to the terms of the subscription agreement, to purchase and pay for the bonds in an aggregate principal amount of RMB100,000,000 with an interest rate of 10.5% per annum due 2015 (“**RMB Denominated Bonds**”) to be issued by the Company, at an issue price of 98.5% of the principal amount of the RMB Denominated Bonds. The RMB Denominated Bonds will not be listed on any stock exchange. Pursuant to the Subscription Agreement, Silvery Dragon Limited gave a guarantee in favour of the holder(s) of the RMB Denominated Bonds to guarantee the due and punctual performance and discharge of the Company’s obligations and liabilities on or in relation to the Subscription Agreement and the bond certificate (including the terms and conditions thereto). On 28 May 2013, the Company has resolved to issue the RMB Denominated Bonds in two tranches and completion of the issue of the first tranche of RMB Denominated Bonds in an aggregate principal amount of RMB50,000,000 took place on the same day. Completion of the issue of the second tranche of RMB Denominated Bonds in an aggregate principal amount of RMB50,000,000 took place on 12 August 2013.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Li Zhongyu

Zheng Weijing

Peng Zuohao

Vincent Cheng

Lu Quanzhang

Zhang Gongjun

NOTES:

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*