

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

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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 4 November 2014.

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 Director**
(please distinguish the status of the directors)
Mr. Zheng Weijing

– Executive, Non-Executive or Independent
Non-Executive)

Independent Non-executive Directors
Mr. Vincent Cheng
Mr. Leung Po Hon
Mr. Zhang Gongjun

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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	Shareholder	No. of Shares	% of shares
	Ming Cheng Investments Limited (<i>Note 1</i>)	191,383,155	18.75
	Sino-Africa Resources Holdings Limited (<i>Note 2</i>)	170,450,695	16.70
	Peace Bloom Limited (<i>Note 3</i>)	96,952,725	9.50
	Upsoar Limited (<i>Note 4</i>)	103,679,100	10.16

Notes:

- 1. These shares were held by Ming Cheng Investments Limited as beneficial owner. Ming Cheng Investments Limited is a company wholly owned by Mr. Zheng Weijing.*
- 2. These shares were held by Sino-Africa Resources Holdings Limited as beneficial owner. Sino-Africa Resource Holding Limited is a company wholly owned by Mr. Huang Xiguang.*
- 3. These shares were held by Peace Bloom Limited as beneficial owner. Peace Bloom Limited is a company wholly owned by Mr. Hu Jinxi.*
- 4. These shares were held by Upsoar Limited as beneficial owner. Upsoar Limited is a company wholly owned by Ms. Fu Shanping.*

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:

Principal share registrar and transfer office in the Cayman Islands:
Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

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Hong Kong branch share registrar and transfer office:

Tricor Investor Services Limited
 Level 22
 Hopewell Centre
 183 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 financial 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

(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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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 (as supplemented by the supplemental subscription deed dated 26 June 2014) (“**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. 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.

On 18 June 2014, the Company issued a notice to the bondholders and proposed to amend the original terms and conditions of the RMB Denominated bonds to provide with the Company the right to redeem the RMB Denominated bonds and to amend and propose new events that will trigger a control and event of default. The majority bondholders have consented the proposed amendments which has become effective on 26 June 2014.

On 30 September 2014, the principal amount of RMB30 million of the RMB Denominated Bonds was redeemed. The RMB Denominated Bonds so redeemed was cancelled and the outstanding principal amount of the RMB Denominated Bond is RMB70 million.

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.

THE STOCK EXCHANGE OF HONG KONG LIMITED
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Signed:

 Zheng Weijing

 Vincent Cheng

 Leung Po Hon

 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.*