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This announcement is for information purposes only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities. This announcement is not an offer of securities for sale in the PRC, Hong Kong and the United States or elsewhere. The RMB Denominated Bonds are not available for general subscription in Hong Kong or elsewhere. None of the RMB Denominated Bonds will be placed to any connected person(s) of the Company.

The RMB Denominated Bonds may not be offered or sold in the United States, or to or for the account or benefit of U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act")), absent registration under the Securities Act or pursuant to an exemption from registration. No public offer of the RMB Denominated Bonds referred to in this announcement will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited.



## Flying Financial Service Holdings Limited

## 匯聯金融服務控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8030)

## ANNOUNCEMENT PROPOSED ISSUE OF RMB DENOMINATED BONDS

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Company is pleased to announce that on 10 April 2013 (after trading hours), it signed a preliminary term sheet with GF Securities whereby the Company proposed an issue of the RMB Denominated Bonds.

As no binding agreement in relation to the proposed issue of the RMB Denominated Bonds has been entered into as at the date of this announcement, the proposed issue of the RMB Denominated Bonds may or may not materialise. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the RMB Denominated Bonds will be made by the Company if and when it reaches a binding agreement for their issue.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Company is pleased to announce that on 10 April 2013 (after trading hours), it signed a preliminary term sheet with GF Securities whereby the Company proposed an issue of the RMB Denominated Bonds. The RMB Denominated Bonds was proposed to be in a principal amount of RMB100 million with a term of 24 months. Within the earlier of (a) 90 days from the signing of the preliminary term sheet; and (b) the period up to the signing of formal agreement, the Company shall not discuss, propose or enter into any agreement or memorandum in respect of the issue of RMB Denominated Bonds or other similar transactions with any third parties.

Other than the exclusivity provision as stated above, the preliminary term sheet is non-legally binding and terms of the proposed issue of the RMB Denominated Bonds, including the aggregate principal amount, the offer price and interest rate, etc. will be determined and agreed by the Company and GF Securities upon the signing of formal agreement. Further announcement(s) in respect of the proposed issue of the RMB Denominated Bonds will be made by the Company as and when appropriate.

The proceeds from the proposed issue of the RMB Denominated Bonds will be used for the provision of loans and the Group's working capital.

As no binding agreement in relation to the proposed issue of the RMB Denominated Bonds has been entered into as at the date of this announcement, the proposed issue of the RMB Denominated Bonds may or may not materialise. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the RMB Denominated Bonds will be made by the Company if and when it reaches a binding agreement for their issue.

## **DEFINITIONS**

In this announcement, the following terms shall have the following meanings unless the context requires otherwise:

"Board" the board of Directors

"Company" Flying Financial Service Holdings Limited, a company

incorporated in the Cayman Islands with limited liability, the

issued shares of which are listed on GEM

"connected person(s)" has the meanings as ascribed to it in the GEM Listing Rules

"Director(s)" the director(s) of the Company

"GEM" the Growth Enterprise Market of the Stock Exchange

"GEM Listing Rules" the Rules Governing the Listing of Securities on GEM

"GF Securities" GF Securities (Hong Kong) Brokerage Limited, a licensed

corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the

**SFO** 

"Group" the Company and its subsidiaries

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"PRC" the People's Republic of China, for the purpose of this

announcement, excludes Hong Kong, the Macau Special

Administrative Region of the PRC and Taiwan

"RMB" Renminbi, the lawful currency of the PRC

"RMB Denominated Bonds" the RMB denominated bonds proposed to be issued by the

Company

"SFO" the Securities and Futures Ordinance (Chapter 571 of the

Laws of Hong Kong)

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"United States" the United States of America

By order of the Board
Flying Financial Service Holdings Limited
Li Zhongyu
Chairman

Hong Kong, 10 April 2013

As at the date of this announcement, the executive Directors are Mr. Li Zhongyu (Chairman), Mr. Zheng Weijing (Vice-chairman) and Mr. Peng Zuohao (Chief Executive Officer); and the independent non-executive Directors are Mr. Vincent Cheng, Mr. Lu Quanzhang and Mr. Zhang Gongjun.

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 in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company's website at www.flyingfinancial.hk.