



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 OF THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2017

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This announcement, for which the directors (the “Directors”) of Flying Financial Service Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purposes 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.

FINANCIAL HIGHLIGHTS

- The Company and its subsidiaries (collectively the “Group”) recorded a turnover of approximately RMB273,668,000 for the nine months ended 30 September 2017, representing an increase of approximately 23.6% as compared to approximately RMB221,409,000 for the corresponding period in 2016.
- Profit attributable to owners of the Company for the nine months ended 30 September 2017 amounted to approximately RMB104,790,000, representing an increase of approximately 16.4% as compared to approximately RMB90,060,000 for the corresponding period in 2016.
- Basic earnings per share of the Company (the “Share”) for the nine months ended 30 September 2017 amounted to approximately RMB6.05 cents (2016: RMB5.58 cents).
- The board of Directors (the “Board”) does not declare the payment of an interim dividend for the three months ended 30 September 2017.

THIRD QUARTERLY RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2017 together with the comparative unaudited figures for the corresponding periods in 2016 as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 30 September 2017

| | | Three months ended 30 September | | Nine months ended 30 September | |
|---|-------|------------------------------------|---------------|-----------------------------------|---------------|
| | | 2017 | 2016 | 2017 | 2016 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | Notes | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Revenue | 3 | 83,326 | 76,768 | 273,668 | 221,409 |
| Other income | 3 | 672 | 1,391 | 2,425 | 6,688 |
| Employee benefit expenses | | (13,867) | (11,670) | (44,254) | (33,161) |
| Administrative expenses | | (17,826) | (20,642) | (60,632) | (52,476) |
| Equity-settled share-based payments | | (1,381) | (2,986) | (7,006) | (18,619) |
| Share of result of a joint venture | | 105 | (73) | 753 | (230) |
| Finance costs | 4 | (4,245) | (2,645) | (12,520) | (2,645) |
| Profit before income tax expense | 5 | 46,784 | 40,143 | 152,434 | 120,966 |
| Income tax expense | 6 | (16,226) | (9,624) | (50,631) | (27,378) |
| Profit for the period | | 30,558 | 30,519 | 101,803 | 93,588 |
| Other comprehensive income | | | | | |
| Items that may be reclassified subsequently to profit or loss: | | | | | |
| – Exchange differences on translating foreign operation | | (151) | 612 | 319 | (2,242) |
| Total comprehensive income for the period | | 30,407 | 31,131 | 102,122 | 91,346 |
| Profit/(loss) for the period attributable to: | | | | | |
| Owners of the Company | | 29,043 | 32,252 | 104,790 | 90,060 |
| Non-controlling interests | | 1,515 | (1,733) | (2,987) | 3,528 |
| | | 30,558 | 30,519 | 101,803 | 93,588 |
| Total comprehensive income for the period attributable to: | | | | | |
| Owners of the Company | | 28,892 | 32,864 | 105,109 | 87,818 |
| Non-controlling interests | | 1,515 | (1,733) | (2,987) | 3,528 |
| | | 30,407 | 31,131 | 102,122 | 91,346 |
| Earnings per Share | | | | | |
| – Basic and diluted (RMB cents) | 8 | 1.68 | 1.86 | 6.05 | 5.58 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS

1. GENERAL INFORMATION

The Company is an exempted company with limited liability incorporated in the Cayman Islands on 4 May 2011. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The principal place of business of the Company is located at Room 801A and 807B, 8/F., Tsim Sha Tsui Centre, 66 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares have been listed on the GEM of the Stock Exchange since 7 May 2012.

The Group, comprising the Company and its subsidiaries, currently engages in investment in property development projects, operation of financial services platform, provision of entrusted loan, pawn loan and other loan services, financial consultation services, and finance lease and factoring services mainly in the People's Republic of China ("PRC" or "China").

In the opinion of the Directors, the immediate and ultimate holding company of the Company is Ming Cheng Investments Limited, a limited liability company incorporated in the British Virgin Islands.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with applicable disclosure requirements set out in the GEM Listing Rules and Hong Kong Financial Reporting Standards ("HKFRSs"), which collective terms include all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The accounting policies used in the preparation of the Group's unaudited condensed consolidated results are consistent with those adopted in the Group's audited financial statements for the year ended 31 December 2016.

All HKFRSs effective for the accounting periods commencing from 1 January 2017 and relevant to the Group, have been adopted by the Group in the preparation of the Group's unaudited condensed consolidated results. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current period and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

All significant transactions and balances among the companies comprising the Group have been eliminated on consolidation.

3. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the income from its principal activities. Revenue and other income for the three months and nine months ended 30 September 2017 are as follows:

| | Three months ended 30 September | | Nine months ended 30 September | |
|--|------------------------------------|---------------|-----------------------------------|----------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Revenue | | | | |
| Financial consultation services income | 24,263 | 27,306 | 72,213 | 81,128 |
| Investment income from investments in property development projects through limited partnerships | 46,025 | 42,785 | 167,954 | 112,961 |
| Factoring loan services income | 747 | 1,432 | 4,385 | 5,790 |
| Platform services income | 11,306 | 4,552 | 25,616 | 20,628 |
| Interest income | 476 | 584 | 1,808 | 793 |
| Finance lease services income | 509 | 109 | 1,692 | 109 |
| | <u>83,326</u> | <u>76,768</u> | <u>273,668</u> | <u>221,409</u> |
| Other income | | | | |
| Bank interest income | 22 | 324 | 92 | 639 |
| Investment income | 349 | 492 | 1,144 | 1,561 |
| Exchange gains | – | 64 | – | 3,935 |
| Gain on deemed disposal of a joint venture | – | – | 253 | – |
| Others | 301 | 511 | 936 | 553 |
| | <u>672</u> | <u>1,391</u> | <u>2,425</u> | <u>6,688</u> |

4. FINANCE COSTS

| | Three months ended 30 September | | Nine months ended 30 September | |
|-------------------------------|------------------------------------|--------------|-----------------------------------|--------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Interest on convertible bonds | 3,975 | 2,645 | 11,693 | 2,645 |
| Interest on bank borrowing | 270 | – | 827 | – |
| | <u>4,245</u> | <u>2,645</u> | <u>12,520</u> | <u>2,645</u> |

5. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is arrived at after charging:

| | Three months ended 30 September | | Nine months ended 30 September | |
|--|------------------------------------|-------------|-----------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Auditor's remuneration | 116 | – | 823 | 1,050 |
| Depreciation of property, plant and equipment | 578 | 614 | 1,722 | 2,113 |
| Amortisation of intangible assets | 825 | 825 | 2,476 | 2,476 |
| Employee benefit expenses (including Directors' remuneration) | | | | |
| Salaries and wages | 11,609 | 9,824 | 37,615 | 28,214 |
| Pension scheme contributions – Defined contribution plans | 2,258 | 1,846 | 6,639 | 4,947 |
| | 13,867 | 11,670 | 44,254 | 33,161 |
| Equity-settled share-based payment expense | 1,381 | 2,986 | 7,006 | 18,619 |
| Operating lease charges in respect of properties | 1,353 | 1,796 | 4,851 | 5,228 |

6. INCOME TAX EXPENSE

| | Three months ended 30 September | | Nine months ended 30 September | |
|------------------------------------|------------------------------------|-------------|-----------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| PRC Enterprise Income Tax | | | | |
| – Current period | 16,432 | 9,830 | 51,799 | 28,919 |
| – Over-provision in the prior year | – | – | (549) | (922) |
| Hong Kong Profits Tax | | | | |
| – Current period | – | – | – | – |
| | 16,432 | 9,830 | 51,250 | 27,997 |
| Deferred Tax | (206) | (206) | (619) | (619) |
| | 16,226 | 9,624 | 50,631 | 27,378 |

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Hong Kong Profits Tax is calculated at 16.5% (2016: 16.5%) on the estimated assessable profits for the period. No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits during the nine months ended 30 September 2017 (2016: nil).

Enterprise Income Tax (“EIT”) arising from the PRC for the period was calculated at 25.0% (2016: 25.0%) of the estimated assessable profits during the period. According to the Law of the PRC on EIT, the taxable income of an enterprise shall be the total revenue of such enterprise, deducted by any non-assessable revenue, exempted revenue, other deductions and amount of offsetting any accumulated losses.

7. DIVIDEND

The Board does not declare the payment of an interim dividend for the three months ended 30 September 2017 (2016: nil).

On 14 August 2017, the Board had resolved to declare an interim dividend of HK\$0.01 per Share for the six months ended 30 June 2017. The interim dividend was paid to shareholders of the Company on 29 September 2017.

8. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share for the nine months ended 30 September 2017 is based on the profit attributable to owners of the Company of approximately RMB104,790,000 (2016: approximately RMB90,060,000) and the weighted average number of approximately 1,731,433,000 (2016: approximately 1,613,106,000) ordinary shares during the nine months ended 30 September 2017.

(b) Diluted earnings per share

The Company has two categories of dilutive potential ordinary shares: convertible bonds and share options. For the purposes of calculation of the diluted earnings per share, the convertible bonds are assumed to have been fully converted into ordinary shares, and the net profit is adjusted to eliminate the interest expense less the tax effect. For the share options, the number of shares that would have been issued assuming the full exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the period) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted earnings per share.

The actual computation of diluted earnings per share has not taken into account the conversion of the Company’s outstanding convertible bonds since to do so would result in an increase in earnings per share. The diluted earnings per share is the same as basic earnings per share for the nine months ended 30 September 2017 and 2016 as the shares issuable in respect of the outstanding share options have an anti-dilutive effect on the basic earnings per share.

9. UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

| | Attributable to owners of the Company | | | | | | | | | | Non-controlling interests | Total |
|---|---------------------------------------|---------------|----------------|-------------------|------------------|----------------------|----------------------------------|-------------------|-------------------|-------------|---------------------------|-------------|
| | Share capital | Share premium | Merger reserve | Statutory reserve | Exchange reserve | Share option reserve | Convertible bonds equity reserve | Retained earnings | Proposed dividend | Total | | |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| At 1 January 2017 | 142,004 | 262,193 | 116,659 | 29,031 | 2,695 | 21,687 | 5,316 | 136,635 | 15,352 | 731,572 | 40,119 | 771,691 |
| Profit for the period | - | - | - | - | - | - | - | 104,790 | - | 104,790 | (2,987) | 101,803 |
| Other comprehensive income for the period | - | - | - | - | 319 | - | - | - | - | 319 | - | 319 |
| Total comprehensive income for the period | - | - | - | - | 319 | - | - | 104,790 | - | 105,109 | (2,987) | 102,122 |
| Business combination | - | - | - | - | - | - | - | - | - | - | 1,334 | 1,334 |
| Proposed interim dividend | - | (15,027) | - | - | - | - | - | - | 15,027 | - | - | - |
| Equity-settled share-based transactions | - | - | - | - | - | 6,831 | - | - | - | 6,831 | - | 6,831 |
| Interim dividend paid | - | - | - | - | - | - | - | - | (15,027) | (15,027) | - | (15,027) |
| 2016 final dividend paid | - | 34 | - | - | - | - | - | - | (15,352) | (15,318) | - | (15,318) |
| At 30 September 2017 | 142,004 | 247,200 | 116,659 | 29,031 | 3,014 | 28,518 | 5,316 | 241,425 | - | 813,167 | 38,466 | 851,633 |
| At 1 January 2016 | 124,827 | 147,160 | 116,659 | 19,217 | (1,277) | 1,445 | - | 43,914 | - | 451,945 | 38,008 | 489,953 |
| Profit for the period | - | - | - | - | - | - | - | 90,060 | - | 90,060 | 3,528 | 93,588 |
| Other comprehensive income for the period | - | - | - | - | (2,242) | - | - | - | - | (2,242) | - | (2,242) |
| Total comprehensive income for the period | - | - | - | - | (2,242) | - | - | 90,060 | - | 87,818 | 3,528 | 91,346 |
| Proposed interim dividend | - | (14,826) | - | - | - | - | - | - | 14,826 | - | - | - |
| Subscription of new shares | 17,126 | 144,712 | - | - | - | - | - | - | - | 161,838 | - | 161,838 |
| Share issue costs | - | (188) | - | - | - | - | - | - | - | (188) | - | (188) |
| Exercise of share options | 51 | 748 | - | - | - | (262) | - | - | - | 537 | - | 537 |
| Issue of convertible bonds | - | - | - | - | - | - | 5,316 | - | - | 5,316 | - | 5,316 |
| Equity-settled share-based transactions | - | - | - | - | - | 18,653 | - | - | - | 18,653 | - | 18,653 |
| Interim dividend paid | - | (61) | - | - | - | - | - | - | (14,826) | (14,887) | - | (14,887) |
| At 30 September 2016 | 142,004 | 277,545 | 116,659 | 19,217 | (3,519) | 19,836 | 5,316 | 133,974 | - | 711,032 | 41,536 | 752,568 |

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group is principally engaged in investment in property development projects, operation of financial service platforms, provision of entrusted loan, pawn loan and other loan services, financial consultation services, and finance lease and factoring services mainly in the PRC.

Investments in property development projects

As at 30 September 2017, the Group had invested in sixteen (31 December 2016: thirteen) property development projects in, among others, Dongguan, Shenzhen, Fujian, Xiangyang and Wuhan in the PRC. As at 30 September 2017, the Group had invested in property development projects which were classified as available-for-sale investments with an aggregate investment amount of approximately RMB501.0 million (31 December 2016: approximately RMB419.0 million).

During the nine months ended 30 September 2017, the Group generated investment income and relevant financial consultation services income from the property development projects of approximately RMB168.0 million and RMB22.4 million, respectively (2016: approximately RMB113.0 million and RMB54.6 million, respectively).

Financial services platforms

There are three major channels under “匯聯易家” (www.hlej.com), financial services platforms website of the Group for the PRC real estate industry: (1) “匯有房”, a channel for professional services in property finance; (2) “匯生活”, a channel for professional services in community finance; and (3) “匯理財”, a channel for professional services in financial management.

Among others, “匯理財” is the most active financial services platform of the Group during the nine months ended 30 September 2017. The number of registered members of “匯理財” was approximately 935,000 as at 30 September 2017, out of which approximately 357,000 registered members joined the platform during the nine months ended 30 September 2017. The transaction amount of “匯理財” achieved approximately RMB2.7 billion for the nine months ended 30 September 2017 (2016: approximately RMB1.6 billion).

During the nine months ended 30 September 2017, the Group generated platform services income and relevant financial consultation services income from the financial services platforms of approximately RMB25.6 million and RMB4.5 million, respectively (2016: approximately RMB20.6 million and RMB17.9 million, respectively).

Financial review

Revenue

For the nine months ended 30 September 2017, the Group's revenue increased by approximately 23.6% from approximately RMB221.4 million for the corresponding period ended 30 September 2016 to approximately RMB273.7 million. The increase in the revenue was mainly due to increase in income from the Group's investments in property development projects and operation of financial services platforms.

Investments in property development projects

For the nine months ended 30 September 2017, the Group generated revenue from investment income from the property development projects of approximately RMB168.0 million (2016: approximately RMB113.0 million).

Operation of financial services platforms

For the nine months ended 30 September 2017, the Group generated revenue of approximately RMB25.6 million (2016: approximately RMB20.6 million) from platform services provided by the financial services platforms.

Financial consultation services income

For the nine months ended 30 September 2017, the Group's revenue from provision of financial consultation services decreased by approximately 11.0% from approximately RMB81.1 million for the corresponding period in 2016 to approximately RMB72.2 million. The Group's financial consultation services income for the nine months period ended 30 September 2017 mainly related to the consultation services provided under property development projects and financial services platforms.

Finance lease and factoring loan services

For the nine months ended 30 September 2017, the Group's revenue from the provision of finance lease and factoring loan services increased by approximately 3.0% from approximately RMB5.9 million for the corresponding period in 2016 to approximately RMB6.1 million. The increment was mainly attributable to the increase in finance lease services income during the period under review.

Finance costs

For the nine months ended 30 September 2017, the Group's finance costs increased by approximately 373.3% from approximately RMB2.6 million for the corresponding period in 2016 to approximately RMB12.5 million. The Group's finance costs mainly represented the interest on convertible bonds issued on 27 July 2016.

Other income

The Group's other income for the nine months ended 30 September 2017 primarily comprised gain on deemed disposal of a joint venture, bank interest income and investment income.

Administrative and other operating expenses

The Group's administrative and other operating expenses primarily comprised salaries and staff welfare, rental expenses and marketing and advertising expenses. The Group's administrative and other operating expenses for each of the nine months ended 30 September 2017 and 30 September 2016 were approximately RMB104.9 million and approximately RMB85.6 million, respectively, representing an increase of approximately 22.5% which was mainly attributed to (i) increase of salaries of staff and (ii) increase of marketing and advertising expenses for the financial services platforms during the nine months ended 30 September 2017.

Profit for the period attributable to owners of the Company

Profit attributable to owners of the Company for the nine months ended 30 September 2017 was approximately RMB104.8 million as compared to profit attributable to owners of the Company of approximately RMB90.1 million for the nine months ended 30 September 2016, representing an increase of approximately 16.4%, mainly due to increase in income from the Group's investments in property development projects and operation of financial services platforms.

PAYMENT OF DIVIDENDS

Encouraging results were achieved by virtue of the efforts spent by the management and the Group's staff during the first half of 2017. To share the fruits of the Company's development with its shareholders, on 14 August 2017, the Board resolved to declare and pay to the shareholders of the Company an interim dividend of HK\$0.01 per Share for the six months ended 30 June 2017. The interim dividend was paid to the shareholders of the Company on 29 September 2017.

The Board does not declare the payment of an interim dividend for the three months ended 30 September 2017.

On the basis that the Group's future results shall enjoy steady growth, it is hoped that the Company can continue to distribute returns to shareholders who support the Company continuously by way of payment of dividends.

BUSINESS OUTLOOK

The Group sees challenges and opportunities in 2017. As the PRC government launched a number of policies on cooling down property market, controlling exchange, tightening capital and increasing interest rate in 2017, the Group may put more resources and effort to explore opportunities amid challenges, with an aim to achieving success in stability. Meanwhile, as

Internet economy has become more important in the structural reform of China's economy, the Group is confident in the industry outlook and its performance in 2017. In particular, the Group will adhere to the following:

Focusing on consumer finance services

- Establishing consumer finance and technology platform to principally elevate the value of the Group's consumer credit business.
- Developing mortgage services to overseas property buyers with domestic property developer by fully taking advantage of the synergies created by the Group, Country Garden, a leading property developer and cooperation partner of the Group, and foreign buyers, providing the property buyers with the services they required.

Focusing on assets management development

- Jointly developing quality property projects in Shenzhen and Wuhan in the PRC with Country Garden.

Focusing on development of finance lease business

- Developing construction machinery leasing business.
- Developing leasing and factoring business for large-scale property developers with sales of over RMB10 billion.

CAPITAL STRUCTURE

As at 30 September 2017, the Group had equity attributable to owners of the Company of approximately RMB813,167,000 (31 December 2016: approximately RMB731,572,000).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2017, the Group had bank balances and cash of approximately RMB121.4 million (31 December 2016: approximately RMB34.7 million). During the period under review, the Group did not use any financial instruments for hedging purposes. As at 30 September 2017, the Group's borrowings were approximately RMB109.7 million (31 December 2016: approximately RMB109.2 million). The gearing ratio representing the ratio of total borrowings to total assets of the Group was approximately 9.1% as at 30 September 2017 (31 December 2016: approximately 11.0%). In the opinion of the Directors, the Group will have sufficient working capital to meet its financial obligation in full as they fall due in the foreseeable future.

SIGNIFICANT INVESTMENTS

For the nine months ended 30 September 2017, the Group invested an aggregate of RMB98 million in certain limited partnerships. The limited partnerships engage in property development projects in the PRC.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED SOURCES OF FUNDING

There was no specific plan for material investments or capital assets as at 30 September 2017.

CONTINGENT LIABILITIES

As at 30 September 2017, the Group had no significant contingent liabilities (31 December 2016: nil).

CHARGES ON GROUP ASSETS

As at 30 September 2017, investment properties of the Group with an aggregate carrying amount of approximately RMB44.5 million were pledged for bank facilities (31 December 2016: approximately RMB44.5 million).

FOREIGN EXCHANGE EXPOSURE

The Group is mainly exposed to the fluctuation of Hong Kong dollars against Renminbi as its certain bank balances are denominated in Hong Kong dollars which is not the functional currency of the Group. The Group has not made any arrangement to hedge against the exchange rate risk. However, the Directors and management will continue to monitor the foreign exchange exposure and will consider utilising applicable derivatives to hedge out the exchange risk when necessary.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its customers. To manage liquidity risk, the Directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

EMPLOYEES, REMUNERATION POLICIES AND TRAINING SCHEMES

As at 30 September 2017, the Group had a total of 327 staff (31 December 2016: 387). Total staff costs (including Directors' emoluments) were approximately RMB44.3 million for the nine months ended 30 September 2017 (for the nine months ended 30 September 2016: approximately RMB33.2 million). Remuneration is determined with reference to market conditions and the performance, qualifications and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include a share option scheme, contributions to statutory mandatory provident fund schemes and social insurance together with housing provident funds to employees in Hong Kong and the PRC respectively.

The emoluments of the Directors are reviewed by the remuneration committee of the Company, having regard to the relevant Director's experience, responsibility, workload and the time devoted to the Group, the Group's operating results and comparable market statistics.

To encourage employee development, the Group provides trainings, including customised training courses, to help equip different level of employees with the knowledge and relevant professional skills. New employees are provided with on-board orientation training to help them familiarise themselves with the Group's culture, structure and work requirements. Moreover, technical training is provided for frontline staff which aims to enrich their knowledge related to the Group's business and services. For the management, leadership training programme is provided to help them develop leadership and decision making skills. The Group has provided anti-money laundering training to the staff in accordance with the PRC laws, which focuses on, among other things, the methods and the importance of identifying clients' identities and their sources of funding.

The Group annually evaluates the training needs of its employees to ensure that employees are offered with suitable and appropriate training according to their job nature and position.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, the interests of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Interests in the Shares

| Name of Director | Number of Shares held <i>(Note 1)</i> | | | | Approximate percentage of shareholding in the Company (%) |
|-------------------|---------------------------------------|--------------------|------------------------------------|-------------|---|
| | Beneficial interest | Interest of spouse | Interest of controlled corporation | Total | |
| Mr. Zheng Weijing | 40,630,202 | – | 367,739,567 <i>(Note 2)</i> | 408,369,769 | 23.59 |

Notes:

1. These represent the Directors' long position in the Shares.
2. These Shares are held in the name of Ming Cheng Investments Limited, a company wholly-owned by Mr. Zheng Weijing.

(ii) Interests in the underlying Shares

| Name of Director | Capacity/ Nature of interest | Number of underlying Shares | | Approximate percentage of shareholding in the Company (%) |
|-------------------|---------------------------------------|-----------------------------|----------------------------|---|
| | | Long position (Note 1) | Short position (Note 2) | |
| Mr. Zheng Weijing | Beneficial owner | 1,000,000 | – | 0.06 |
| | Interest in controlled corporation | – | 20,000,000 | 1.16 |
| Mr. Zhang Gongjun | Beneficial owner | 8,000,000 | – | 0.46 |
| Ms. Guo Chanjiao | Beneficial owner | 8,000,000 | – | 0.46 |
| Mr. Vincent Cheng | Beneficial owner | 500,000 | – | 0.03 |
| Mr. Leung Po Hon | Beneficial owner | 500,000 | – | 0.03 |
| Dr. Miao Bo | Beneficial owner | 500,000 | – | 0.03 |

Notes:

1. Being unlisted physically settled share options to acquire ordinary Shares, further details of which are set out in the section headed “Share Option Scheme” below.
2. This short position in unlisted physically settled options is held by Ming Cheng Investments Limited, a company wholly-owned by Mr. Zheng Weijing.

(iii) Interests in associated corporation – 廣東匯金典當股份有限公司 (Guangdong Huijin Pawn Stock Company Limited*)

| Name of Director | Nature of interest | Equity interest (Long position) | Approximate percentage of equity interest (%) |
|-------------------|--|------------------------------------|--|
| | | | |
| Mr. Zheng Weijing | Interest of controlled corporation (Note) | RMB71,240,000 | 70.53 |

Note:

Such registered capital was contributed by 匯聯資產管理有限公司 (Huilian Assets Management Company Limited*) (“Huilian Assets Management”). 深圳市智匯投資諮詢有限公司 (Shenzhen Zhihui Investment Consulting Company Limited*) (“Shenzhen Zhihui”) was interested in 72% of the entire equity interest of Huilian Assets Management. Shenzhen Zhihui was owned as to 45% by Mr. Zheng Weijing.

* For identification purposes only

Save as disclosed above, as at 30 September 2017, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2017, so far as is known to the Directors, the following persons (other than the Directors and chief executives of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

(i) Interests in the Shares

| Name of Shareholder | Number of Shares held <i>(Note 1)</i> | | | | Total | Approximate percentage (%) |
|--|---------------------------------------|--------------------------------|-------------------|------------------------------------|-------------|----------------------------|
| | Beneficial Interest | Interest of spouse | Security interest | Interest of controlled corporation | | |
| Ming Cheng Investments Limited | 367,739,567 <i>(Note 2)</i> | – | – | – | 367,739,567 | 21.24 |
| Ms. Zhang Chushan | – | 409,369,769 <i>(Note 3)</i> | – | – | 409,369,769 | 23.64 |
| Sino-Africa Resources Holdings Limited | 255,676,042 <i>(Note 4)</i> | – | – | – | 255,676,042 | 14.77 |
| Peace Bloom Limited | 145,429,087 <i>(Note 5)</i> | – | – | – | 145,429,087 | 8.40 |
| Upsoar Limited | 155,518,650 <i>(Note 6)</i> | – | – | – | 155,518,650 | 8.99 |
| Mr. Huang Xiguang | – | – | – | 255,676,042 <i>(Note 4)</i> | 255,676,042 | 14.77 |
| Mr. Hu Jinxi | 22,200,000 | – | – | 145,429,087 <i>(Note 5)</i> | 167,629,087 | 9.68 |

| Name of Shareholder | Number of Shares held (Note 1) | | | | | Approximate percentage (%) |
|--|--------------------------------|--------------------|-------------------|------------------------------------|-------------|----------------------------|
| | Beneficial Interest | Interest of spouse | Security interest | Interest of controlled corporation | Total | |
| Ms. Fu Shanping | – | – | – | 155,518,650 (Note 6) | 155,518,650 | 8.99 |
| GF Investments (Hong Kong) Company Limited (Note 7) | 20,000,000 | – | 399,649,769 | – | 419,649,769 | 24.24 |
| GF Holdings (Hong Kong) Corporation Limited (Note 7) | – | – | – | 419,649,769 | 419,649,769 | 24.24 |
| GF Securities Co., Ltd. (Note 7) | – | – | – | 419,649,769 | 419,649,769 | 24.24 |

Notes:

1. These represent the corporation's/person's long position in the Shares.
2. Ming Cheng Investments Limited is a company wholly-owned by Mr. Zheng Weijing.
3. Ms. Zhang Chushan is the spouse of Mr. Zheng Weijing. By virtue of the provisions of Part XV of the SFO, Ms. Zhang Chushan is deemed to be interested in all the interests in which Mr. Zheng Weijing is interested or deemed to be interested in.
4. Sino-Africa Resources Holdings Limited is a company wholly-owned by Mr. Huang Xiguang.
5. Peace Bloom Limited is a company wholly-owned by Mr. Hu Jinxi.
6. Upsoar Limited is a company wholly-owned by Ms. Fu Shanping.
7. Based on the notices of disclosure of interests filed by each of GF Investments (Hong Kong) Company Limited ("GF Investments"), GF Holdings (Hong Kong) Corporation Limited and GF Securities Co., Ltd. on 29 September 2016, these long positions in the Shares are held by GF Investments which is directly wholly-owned by GF Holdings (Hong Kong) Corporation Limited, which in turn is wholly-owned by GF Securities Co., Ltd. Under the SFO, GF Holdings (Hong Kong) Corporation Limited and GF Securities Co., Ltd. are deemed to be interested in these long positions in the Shares held by GF Investments.

(ii) Interests in the underlying Shares

| Name of shareholder | Capacity/ Nature of interest | Number of underlying Shares | | Approximate percentage of shareholding in the Company (%) |
|---|------------------------------------|-----------------------------|------------------------|---|
| | | Long position | Short position | |
| Ming Cheng Investments Limited | Beneficial owner | – | 20,000,000 (Note 1) | 1.16 |
| Ms. Zhang Chushan | Interest of spouse | – | 20,000,000 (Note 2) | 1.16 |
| Central China International Investment Company Limited (Note 3) | Beneficial interest | 99,009,900 | – | 5.72 |
| Central China International Financial Holdings Company Limited (Note 3) | Interest of controlled corporation | 99,009,900 | – | 5.72 |
| Central China Securities Co., Ltd. (Note 3) | Interest of controlled corporation | 99,009,900 | – | 5.72 |

Notes:

1. Being short position in unlisted physically settled options. Ming Cheng Investments Limited is a company wholly-owned by Mr. Zheng Weijing.
2. Ms. Zhang Chushan is the spouse of Mr. Zheng Weijing. By virtue of the provisions of Part XV of the SFO, Ms. Zhang Chushan is deemed to be interested in all the interests in which Mr. Zheng Weijing is interested or deemed to be interested in.
3. Based on the notices of disclosure of interests filed by each of Central China International Investment Company Limited, Central China International Financial Holdings Company Limited and Central China Securities Co., Ltd. on 29 July 2016, these long positions in unlisted cash settled derivatives are held by Central China International Investment Company Limited which is directly wholly-owned by Central China International Financial Holdings Company Limited, which in turn is wholly-owned by Central China Securities Co., Ltd. Under the SFO, Central China International Financial Holdings Company Limited and Central China Securities Co., Ltd. are deemed to be interested in these long positions in the underlying Shares held by Central China International Investment Company Limited.

Save as disclosed above, as at 30 September 2017, there was no person who had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) pursuant to the written resolution of the shareholders of the Company on 20 December 2011 for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Details of the Share Option Scheme are as follows:

- | | |
|--|---|
| 1. Purpose of the Share Option Scheme | As incentive or rewards to eligible participants for their contribution to the Group. |
| 2. Eligible participants of the Share Option Scheme | Any eligible employee (whether full-time or part-time, including any executive Director), any non-executive Director, any shareholder, any supplier and any customer of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other party having contribution to the development of the Group. |
| 3. Total number of Shares available for issue under the Share Option Scheme and percentage to the issued share capital as at the date of this announcement | 153,083,250 shares (approximately 8.84% of the total issued share capital as at the date of this announcement). |
| 4. Maximum entitlement of each participant under the Share Option Scheme | Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period. Any further grant of options in excess of such limit must be separately approved by the Company’s shareholders in general meeting. |
| 5. The period within which the Shares must be taken up under an option | A period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee thereof. |

- | | | |
|----|---|---|
| 6. | The minimum period for which an option must be held before it can be exercised | Unless otherwise determined by the Directors, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised. |
| 7. | The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made | A remittance in favour of the Company of HK\$1.00 on or before the date of acceptance (which may not be later than 21 days from the date of offer). |
| 8. | The basis of determining the exercise price | <p>Being determined by the Directors and being not less than the highest of:</p> <ul style="list-style-type: none"> a. the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer; b. the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and c. the nominal value of the Shares. |
| 9. | The remaining life of the Share Option Scheme | The Scheme is valid and effective for a period of 10 years commencing on 20 December 2011 (being the date of adoption of the Share Option Scheme). |

On 17 December 2015, options to subscribe for an aggregate of 76,000,000 shares of the Company have been granted by the Company to the existing directors, employees and advisors of the Group under the Share Option Scheme; 30% of share options have an exercise period from 1 June 2016 to 19 December 2021 ("Share Option 1"); 30% of share options have an exercise period from 1 June 2017 to 19 December 2021 ("Share Option 2"); and the remaining share options have an exercise period from 1 June 2018 to 19 December 2021 ("Share Option 3"). All share options are subject to the fulfillment of relevant profit targets by the Company, as set out below, and share options shall not be vested if any of the profit targets is failed to be met.

Details of the specific categories of options are as follows:

| | Date of grant | Vesting date | Exercise period | Exercise price HK\$ | Vesting conditions |
|----------------|------------------|--------------|------------------------------------|------------------------|---|
| Share Option 1 | 17 December 2015 | 31 May 2016 | 1 June 2016 to 19 December 2021 | 1.046 | <p>Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2015:</p> <ul style="list-style-type: none"> – Equal to or more than RMB35 million, 100% of Share Option 1 shall be vested; – Equal to or more than RMB25 million but less than RMB35 million, 50% of Share Option 1 shall be vested; and – Less than RMB25 million, no Share Option 1 shall be vested. |
| Share Option 2 | 17 December 2015 | 31 May 2017 | 1 June 2017 to 19 December 2021 | 1.046 | <p>Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2016:</p> <ul style="list-style-type: none"> – Equal to or more than RMB65 million, 100% of Share Option 2 shall be vested; – Equal to or more than RMB50 million but less than RMB65 million, 50% of Share Option 2 shall be vested; and – Less than RMB50 million, no Share Option 2 shall be vested. |

| | Date of grant | Vesting date | Exercise period | Exercise price HK\$ | Vesting conditions |
|----------------|------------------|--------------|------------------------------------|------------------------|---|
| Share Option 3 | 17 December 2015 | 31 May 2018 | 1 June 2018 to 19 December 2021 | 1.046 | Profit after income tax (but before share-based payment expenses) according to the audited consolidated financial statement of the Company for the year ended 31 December 2017: <ul style="list-style-type: none"> – Equal to or more than RMB100 million, 100% of Share Option 3 shall be vested; – Equal to or more than RMB80 million but less than RMB100 million, 50% of Share Option 3 shall be vested; and – Less than RMB80 million, no Share Option 3 shall be vested. |

On 31 May 2017, options to subscribe for an aggregate of 19,350,000 Shares of Share Option 2 have been vested to the grantees of the options.

As at 30 September 2017, options entitling the holders thereof to subscribe for 61,900,000 Shares, representing in aggregate approximately 3.6% of the Company's issued share capital, remained outstanding.

Details of movements of the share options granted under the Share Option Scheme for the nine months ended 30 September 2017 were as follows:

| Name | Date of grant | Number of share options | | | | Outstanding as at 30 September 2017 |
|--|------------------|---|------------------------------|-----------------------------------|-----------------------------------|--|
| | | Outstanding as at 1 January 2017 | Granted during the period | Exercised during the period | Forfeited during the period | |
| | | | | | | |
| Executive Directors | | | | | | |
| Mr. Zheng Weijing | 17 December 2015 | 1,000,000 | – | – | – | 1,000,000 |
| Mr. Zhang Gongjun | 17 December 2015 | 8,000,000 | – | – | – | 8,000,000 |
| Ms. Guo Chanjiao | 17 December 2015 | 8,000,000 | – | – | – | 8,000,000 |
| Independent non-executive Directors | | | | | | |
| Mr. Vincent Cheng | 17 December 2015 | 500,000 | – | – | – | 500,000 |
| Mr. Leung Po Hon | 17 December 2015 | 500,000 | – | – | – | 500,000 |
| Dr. Miao Bo | 17 December 2015 | 500,000 | – | – | – | 500,000 |
| Sub-total | | 18,500,000 | – | – | – | 18,500,000 |
| Employees in aggregate | 17 December 2015 | 39,400,000 | – | – | (2,000,000) | 37,400,000 |
| Advisors in aggregate | 17 December 2015 | 6,000,000 | – | – | – | 6,000,000 |
| Total | | 63,900,000 | – | – | (2,000,000) | 61,900,000 |

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2017.

CORPORATE GOVERNANCE

The Board is of the view that during the nine months ended 30 September 2017, the Company has met the code provisions set out in the Corporate Governance Code (the “Code”) as set out in Appendix 15 to the GEM Listing Rules, except for the deviation from the code provision A.2.1 of the Code.

Chairman and chief executive officer

Pursuant to the code provision A.2.1 of the Code, the roles of chairman and chief executive officer of the Company should be separate and should not be performed by the same individual. Mr. Zheng Weijing acts as both the chairman and the chief executive officer of the Company. During the period under review and as at the date of this announcement, the roles of the chairman and the chief executive officer of the Company were not and are not separate and both were and are performed by Mr. Zheng Weijing. The Company is in the process of identifying a suitable person to act as the chief executive officer of the Company and shall make the announcement as and when appropriate. Since the Directors meet regularly to consider major matters affecting the operations of the Company, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe that this structure will enable the Company to make and implement decisions promptly and efficiently.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements and to meet the rising expectations of shareholders and investors.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the nine months ended 30 September 2017.

COMPETING INTERESTS

None of the Directors, controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interests in any business which compete or may compete with the business of the Group or any other conflicts of interest which any person may have with the Group during the nine months ended 30 September 2017.

CHANGES IN DIRECTORS' INFORMATION

Changes in Directors' information since the date of the 2017 interim report of the Company are set out below:

Mr. Leung Po Hon, an independent non-executive Director, has resigned as an independent non-executive director of China Graphene Group Limited, shares of which are listed on the Main Board of the Stock Exchange (Stock code: 63), with effective from 9 November 2017.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises a total of three members, namely, Mr. Vincent Cheng (Chairman), Mr. Leung Po Hon and Dr. Miao Bo, all of whom are independent non-executive Directors. The Group's unaudited condensed consolidated results, results announcement and quarterly report for the nine months ended 30 September 2017 have been reviewed by the Audit Committee. The Board is of opinion that the preparation of such financial information complied with the applicable accounting standards, the requirements under the GEM Listing Rules and any other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board
Flying Financial Service Holdings Limited
Zheng Weijing
Chairman and Chief Executive Officer

Hong Kong, 13 November 2017

As at the date of this announcement, the executive Directors are Mr. Zheng Weijing (Chairman and Chief Executive Officer), Mr. Zhang Gongjun and Ms. Guo Chanjiao; and the independent non-executive Directors are Mr. Vincent Cheng, Mr. Leung Po Hon and Dr. Miao Bo.

This announcement will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company (www.flyingfinancial.hk).