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If you have sold or transferred all your shares in Flying Financial Service Holdings Limited ("**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
UNDER THE SHARE OPTION SCHEME;
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 11:30 a.m. on Monday, 16 May 2016 at Room 1401-1410, 14/F, Wing On Centre, 111 Connaught Road Central, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the shareholders at the annual general meeting is sent to you with this circular.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the "Latest Company Announcement" page of the website of GEM 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.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“10% General Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“AGM”	the annual general meeting of the Company to be held at 11: 30 a.m. on Monday, 16 May 2016, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Flying Financial Service Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Mr. Zheng Weijing”	Mr. Zheng Weijing, an executive Director, chairman and chief executive officer of the Company and a substantial Shareholder
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Refreshment”	the proposed refreshment of the 10% General Limit
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the existing share capital of the Company

DEFINITIONS

“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 20 December 2011
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto in the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

English translation of names in Chinese or another language which are marked with “” are for identification purpose only.*



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)

Executive Directors:

Mr. Zheng Weijing (*Chairman and
Chief Executive Officer*)

Mr. Zhang Gongjun

Ms. Guo Chanjiao

Independent non-executive Directors:

Mr. Vincent Cheng

Mr. Leung Po Hon

Dr. Miao Bo

Registered office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

Room 801A and 807B, 8/F.

Tsim Sha Tsui Centre

66 Mody Road

Tsim Sha Tsui

Kowloon, Hong Kong

***Head office and principal place of
business in the PRC:***

18th Floor, Block C, Building 1

Shenzhen Software Industry Base

High-tech Industrial Park

Nanshan District

Shenzhen, China

31 March 2016

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
UNDER THE SHARE OPTION SCHEME;
AND
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM,

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resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the Proposed Refreshment; and (iii) the proposed re-election of Directors, will be proposed.

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 15 May 2015, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of shares of the Company in issue on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase shares of the Company with a total nominal value of not more than 10% of the total nominal amount of the share capital of the Company on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company pursuant to the mandate to repurchase shares of the Company referred to in (b) above.

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 15 May 2015 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) the Repurchase Mandate to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company on the date of passing such resolution;
- (b) the General Mandate to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the share capital of the Company in issue on the date of passing such resolution; and
- (c) the extension of the General Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 1,530,832,500 Shares. Assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 306,166,500, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 153,083,250 Shares.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 in the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular.

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In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

3. PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the 10% General Limit; and
- (2) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time.

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”.

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the Shareholders on 20 December 2011. The existing 10% General Limit is 100,000,000 Shares, being 10% of the Shares in issue as at 7 May 2012, the date when the Shares were first listed on GEM.

Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, share options entitling the holders thereof to subscribe for up to 76,000,000 Shares have been granted and remained outstanding under the existing 10% General Limit, representing approximately 4.96% of the issued Shares as at the Latest Practicable Date. Such share options consist of: (1) outstanding options to subscribe for 1,000,000 Shares were granted to Mr. Zheng Weijing; (2) outstanding options to subscribe for 8,000,000 Shares were granted to each of Mr. Zhang Gongjun and Ms. Guo Chanjiao, each being an executive Director; (3) outstanding options to subscribe for 500,000 Shares were granted to each of Mr. Vincent Cheng, Mr. Leung Po Hon and Dr. Miao Bo, each being an independent non-executive Director; (4) outstanding options to subscribe for an aggregate of 51,500,000 Shares were granted to employees of the Group; and (5) outstanding options to subscribe for an aggregate of 6,000,000 Shares were granted to advisors of the Group. All such outstanding options were granted on 17 December 2015 at an exercise price of HK\$1.046 per Share and, subject to various vesting conditions, exercisable in tranches by such grantees from the respective vesting dates until 19 December 2021, further details of which are set out in the announcement of the Company dated 17 December 2015.

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Since the adoption of the Share Option Scheme and up to the Latest Practicable Date, no share options granted by the Company has been cancelled or lapsed.

As disclosed above, the existing 10% General Limit has almost been utilised in full and if the 10% General Limit is not refreshed, the Board can only grant further share options entitling the holders thereof to subscribe for 24,000,000 Shares, representing approximately 1.57% of the issued share capital of the Company as at the Latest Practicable Date, under the existing 10% General Limit.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the 10% General Limit so as to maintain flexibility in granting share options to eligible participants under the Share Option Scheme, who, in the sole discretion of the Board, have made or may make contribution to the Group as well as to provide incentives to those persons and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct interest in attaining the long term business objectives of the Group as and when necessary. For these reasons, it is proposed that the Board shall seek the approval of the Shareholders by passing of an ordinary resolution for the grant of the refreshment of the 10% General Limit at the AGM.

On the basis of 1,530,832,500 Shares being in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company will not change prior to the AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the 10% General Limit so refreshed is 153,083,250.

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, such number of New Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely, Mr. Zheng Weijing, Mr. Zhang Gongjun, and Ms. Guo Chanjiao; and three independent non-executive Directors, namely Mr. Vincent Cheng, Mr. Leung Po Hon and Dr. Miao Bo.

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In accordance with Articles 105(A) and 105(B) of the Articles, each of Mr. Zhang Gongjun and Mr. Vincent Cheng will retire from the office of Director by rotation and each of them, being eligible, will offer himself for re-election at the AGM.

In accordance with Article 109 of the Articles, each of Ms. Guo Chanjiao and Dr. Miao Bo, each being appointed by the Board as an addition to the existing Board, will hold office until the AGM and each of them, being eligible, will offer himself/herself for re-election at the AGM.

Particulars of Mr. Zhang Gongjun, Ms. Guo Chanjiao, Mr. Vincent Cheng and Dr. Miao Bo are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the Proposed Refreshment, and the re-election of the retiring Directors.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions set out in the notice of AGM will be voted on by way of poll.

A form of proxy for use at the AGM is sent to you with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the AGM.

Closure of register of members

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 12 May 2016 to Monday, 16 May 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m on Wednesday, 11 May 2016.

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6. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

7. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the Proposed Refreshment, and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully
On behalf of the Board
Flying Financial Service Holdings Limited
Zheng Weijing
Chairman and Chief Executive Officer

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,530,832,500 Shares.

Subject to the passing of the ordinary resolution as set out in resolution numbered 4 in the notice convening the AGM in respect of the grant of the Repurchase Mandate and on the above basis, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 153,083,250 Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

Should the Directors exercise the proposed Repurchase Mandate in full, to the best of the knowledge and belief of the Directors, on the basis that the shareholdings of Mr. Zheng Weijing, holding 40,630,202 Shares, and Ming Cheng Investments Limited, a company wholly-owned by Mr. Zheng Weijing and the largest substantial shareholder of the Company holding 312,739,567 Shares, representing in aggregate approximately 23.08% of the issued share capital of the Company as at the Latest Practicable Date, remain the same and there is no change in the issued share capital of the Company, the aggregate shareholding of Mr. Zheng Weijing and Ming Cheng Investments Limited would be increased to approximately 25.65% of the reduced issued share capital of the Company. Such increase would not give rise to an obligation of such Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code.

Based on the information set out above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in the last 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2015		
March	0.864	0.326
April	1.878	0.600
May	1.481	0.943
June	1.578	0.926
July	1.014	0.441
August	0.908	0.538
September	0.705	0.510
October	0.760	0.610
November	0.990	0.495
December	1.320	0.880
2016		
January	1.280	0.880
February	1.110	0.990
March (up to the Latest Practicable Date)	1.150	0.990

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles and will be proposed to be re-elected at the same meeting are provided below.

(1) Mr. Zhang Gongjun ("Mr. Zhang")

Mr. Zhang, aged 49, was appointed as an independent non-executive Director on 20 December 2011 and re-designated to an executive Director on 15 July 2015. Mr. Zhang obtained the certificate of master's degree in business administration from the Peking University in July 2013. Prior to being re-designated as an executive Director, Mr. Zhang was the managing director of Shenzhen Sinoinvestment Management Company Limited, responsible for overall operational management. From August 2008 to January 2012, Mr. Zhang served as a non-executive director of Sino Grandness Food Industry Group Limited, a company incorporated in the Republic of Singapore whose shares are listed on the main board of the Singapore Exchange Securities Trading Limited with stock code T4B. Mr. Zhang is a member of the remuneration committee of the Board.

As at Latest Practicable Date, save as disclosed above, Mr. Zhang (i) did not held any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in GEM Listing Rules) of the Company; and (iii) did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Zhang was interested in share options entitling him to subscribe for 8,000,000 Shares.

The Company and Mr. Zhang have entered into a service agreement in connection with Mr. Zhang's re-designation as an executive Director for an initial term of three years commencing on 15 July 2015 until terminated by either party giving the other not less than three months' prior notice in writing. With effect from 1 April 2016, Mr. Zhang would be entitled to an annual remuneration of HK\$804,000, which was determined based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions, and a discretionary bonus to be determined at the discretion of the Board and/or the remuneration committee of the Board. Mr. Zhang is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders.

(2) Ms. Guo Chanjiao (“Ms. Guo”)

Ms. Guo, aged 35, was appointed as an executive Director on 26 June 2015. Ms. Guo graduated with a master’s degree in business administration from the New York Institute of Technology in May 2012, and a bachelor’s degree in international trading in Nankai University in 2003. Ms. Guo is the assistant to chairman of the board and corporate development director of China Fortune Land Development Co. Ltd. from 2006 to 2008. She is the assistant to chairman of the board of Shenzhen Efung Capital Fund Management Co. Ltd. From 2009 to 2010. From 2011 to 2013, Ms. Guo is the corporate development director of Sino Singapore Tianjin Eco-City. Currently, Ms. Guo is the chief operating officer and vice president of the Company. Ms. Guo is a member of the nomination committee of the Board.

As at the Latest Practicable Date, save as disclosed above, Ms. Guo (i) had not held any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Guo was interested in share options entitling her to subscribe for 8,000,000 Shares.

The Company and Ms. Guo have entered into a service agreement in connection with Mr. Guo’s appointment as an executive Director for an initial term of three years commencing on 26 June 2015 until terminated by either party giving the other not less than three months’ prior notice in writing. With effect from 1 April 2016, Ms. Guo would be entitled to an annual remuneration of HK\$1,291,000, which was determined based on her qualifications, experience, level of responsibilities undertaken and the prevailing market conditions, and a discretionary bonus to be determined at the discretion of the Board and/or the remuneration committee of the Board. Ms. Guo is subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the re-election of Ms. Guo that need to be brought to the attention of the Shareholders.

(3) Mr. Vincent Cheng (“Mr. Cheng”)

Mr. Cheng, aged 52, *FCPA (Aust)*, *FCPA (HK)*, *FCIS*, *FTI (HK)*, was appointed as an independent non-executive Director on 20 December 2011. Mr. Cheng obtained a master degree in business administration from Deakin University in Australia, and a bachelor of arts degree in accountancy from the City University of Hong Kong. Mr. Cheng was admitted as a fellow of CPA Australia, the Institute of Chartered Secretaries and Administrators, Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong.

From December 1987 to September 2000, Mr. Cheng was employed by a financial planning firm and the last post was finance director. During October 2000 and February 2002, he worked as project manager to assist a company to seek its listing status in Hong Kong. From May 2003 to July 2010, he joined a listed company in Hong Kong and acted as qualified accountant & company secretary.

On 10 August 2013, Mr. Cheng was appointed as an independent non-executive director of Nanjing Sinolife United Company Limited* (南京中生聯合股份有限公司), a company which is a nutritional supplements retailer and listed on Main Board of the Stock Exchange (stock code: 3332).

Mr. Cheng is the chairman of the audit committee of the Board and a member of the nomination committee of the Board.

As at the Latest Practicable Date, save as disclosed above, Mr. Cheng (i) did not held any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Cheng was interested in share options entitling him to subscribe for 500,000 Shares.

Mr. Cheng entered into a letter of appointment with the Company on 20 December 2014 for a term of two years and was renewable automatically for successive term of one year until terminated by either party giving the other not less than three months' prior notice in writing. With effect from 1 April 2016, Mr. Cheng would be entitled to an annual remuneration of HK\$144,000, which was determined based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions. Mr. Cheng is subject to retirement by rotation and re-election in accordance with the Articles.

During the period between 22 September 2006 to 5 October 2009, Mr. Cheng was a director of Bowie Dynamics Holdings Limited ("**Bowie Dynamics**"), a private company incorporated in Hong Kong and was intended to engage in selling of environmental products prior to its dissolution. In February 2010, Bowie Dynamics was dissolved by deregistration pursuant to section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong). Mr. Cheng confirmed that Bowie Dynamics was solvent at the time when it was dissolved.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the re-election of Mr. Cheng that need to be brought to the attention of the Shareholders.

(4) Dr. Miao Bo (“Dr. Miao”)

Dr. Miao, aged 37, was appointed as an independent non-executive Director on 15 July 2015. Dr. Miao graduated with a bachelor of laws from the China University of Political Science and Law in 2000, a master of laws in Tsinghua University in 2003 and a doctor of philosophy in laws from the Macquarie University in 2007. From 2008 to present, Dr. Miao is an assistant professor in the Department of Asian and International Studies from the City University of Hong Kong. Dr. Miao is a member of each of the audit committee, remuneration committee and nomination committee of the Board.

As at the Latest Practicable Date, save as disclosed above, Dr. Miao (i) did not held any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Dr. Miao was interested in share options entitling him to subscribe for 500,000 Shares.

Dr. Miao entered into a letter of appointment with the Company on 15 July 2015 for an initial term of two years and was renewable automatically for successive term of one year until terminated by either party giving the other not less than three months’ prior notice in writing. With effect from 1 April 2016, Dr. Miao would be entitled to an annual remuneration of HK\$144,000, which was determined based on his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions. Dr. Miao is subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed above, there was no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the re-election of Dr. Miao that need to be brought to the attention of the Shareholders.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**Meeting**") of Flying Financial Service Holdings Limited ("**Company**") will be held at 11:30 a.m. on Monday, 16 May 2016 at Room 1401-1410, 14/F, Wing On Centre, 111 Connaught Road Central, Hong Kong, to consider, and if thought fit, transact the following ordinary businesses:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**", each a "**Director**") and the auditors of the Company for the year ended 31 December 2015.
2. To pass the following resolutions, each as a separate resolution:
 - (a) to re-elect Mr. Zhang Gongjun as an executive Director;
 - (b) to re-elect Ms. Guo Chanjiao as an executive Director;
 - (c) to re-elect Mr. Vincent Cheng as an independent non-executive Director;
 - (d) to re-elect Dr. Miao Bo as an independent non-executive Director; and
 - (e) to authorize the board of Directors ("**Board**") to fix the respective Directors' remuneration.
3. To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

"THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to

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purchase its shares ("**Shares**") in the capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the applicable laws in the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the total nominal amount of Shares to be purchased or agreed to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorized and unissued Shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of any options granted under a share option scheme of the Company;
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20 percent of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held;

“Rights Issue” means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or

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delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening this Meeting ("**Notice**"), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate nominal amount of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution."

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of all the then shareholders of the Company passed on 20 December 2011 ("**Share Option Scheme**"), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. Mandate under the Share Option Scheme ("**Refreshed Scheme Mandate**") provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

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- (b) the Directors or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with the Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

On behalf of the Board
Flying Financial Service Holdings Limited
Zheng Weijing
Chairman and Chief Executive Officer

Hong Kong, 31 March 2016

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

***Head office and principal place of
business in Hong Kong:***

Room 801A and 807B, 8/F.
Tsim Sha Tsui Centre
66 Mody Road
Tsim Sha Tsui
Kowloon, Hong Kong

***Head office and principal place of
business in the PRC:***

18th Floor, Block C, Building 1
Shenzhen Software Industry Base
High-tech Industrial Park
Nanshan District
Shenzhen, China

Notes:

1. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. A proxy so appointed shall be entitled to exercise the same powers on behalf of such Shareholder.
2. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.

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3. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed revoked.
4. Where there are joint holders of any Share, any one of such persons may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. In compliance with the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market on The Stock Exchange of Hong Kong Limited (“**GEM**”), all resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.

As at the date of this notice, 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 notice, 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 notice 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 notice misleading.

This notice 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.