

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

**Case  
Number:** \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

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

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

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

The information in this sheet was updated as of 29 March 2018

**A. General**

**Place of incorporation:** Cayman Islands

**Date of initial listing on GEM:** 7 May 2012

**Name of Sponsor(s):** N/A

**Names of directors:** Executive Directors

*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*  
Mr. Zheng Weijing  
Mr. Zhang Gongjun  
Ms. Guo Chanjiao

Independent Non-executive Directors

Mr. Vincent Cheng  
Mr. Leung Po Hon  
Dr. Miao Bo

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<u>Shareholder</u>	<u>No. of Shares</u>	<u>% of shares</u>
	Ming Cheng Investments Limited ( <i>Note 1</i> )	367,739,567	21.24
	Zheng Weijing	40,630,202	2.35
	Sino-Africa Resources Holdings Limited ( <i>Note 2</i> )	255,676,042	14.77
	Peace Bloom Limited ( <i>Note 3</i> )	145,429,087	8.40
	Hu Jinxi	22,200,000	1.28
	Upsoar Limited ( <i>Note 4</i> )	155,518,650	8.98

*Notes:*

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

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31st December

Registered address:

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

Head office and principal place of business:

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

Web-site address (if applicable):

[www.flyingfinancial.hk](http://www.flyingfinancial.hk)

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Share registrar: [Principal share registrar and transfer office in Cayman Islands](#)  
 SMP Partners (Cayman) Limited  
 Royal Bank House – 3rd Floor  
 24 Shedden Road, P.O. Box 1586  
 Grand Cayman KY1-1110  
 Cayman Islands

[Hong Kong branch share registrar and transfer office](#)  
 Tricor Investor Services Limited  
 Level 22  
 Hopewell Centre  
 183 Queen's Road East  
 Hong Kong

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

**B. Business activities**

The Company and its subsidiaries are principally engaged in investment in property development projects, operation of financial services platforms, provision of entrusted loan, pawn loan and other loan services, financial consultation services, and finance lease and factoring services in the PRC.

**C. Ordinary shares**

Number of ordinary shares in issue: 1,731,432,500

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

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

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

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
 (Not applicable if the warrant is  
 denominated in dollar value of  
 conversion right)

No. of warrants outstanding: N/A

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No. of shares falling to be issued upon the exercise of outstanding warrants: [N/A](#)

**E. Other securities**

Details of any other securities in issue.

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

Share option

The Company adopted a share option scheme on 20 December 2011, pursuant to which, the following options have been granted:

Date of grant of share options	:	17 December 2015
Number of underlying shares comprised in outstanding share options granted on 17 December 2015 but not yet exercised	:	58,000,000
Exercise price per share	:	HK\$1.046
Share option period	:	From 1 June 2016 to 19 December 2021
Other conditions	:	<u>Exercise period</u> 1 June 2016: 30% of the share options granted 1 June 2017: 30% of the share options granted 1 June 2018: 40% of the share options granted

Date of grant of share options	:	15 January 2018
Number of underlying shares comprised in outstanding share options granted on 15 January 2018 but not yet exercised	:	98,000,000
Exercise price per share	:	HK\$0.842
Share option period	:	From 1 June 2018 to 14 January 2023
Other conditions	:	<u>Exercise period</u> 1 June 2018: 10% of the share options granted 1 June 2019: 20% of the share options granted 1 June 2020: 30% of the share options granted 1 June 2021: 40% of the share options granted

Convertible bonds

On 14 July 2016, the Company entered into a subscription agreement (the “Subscription Agreement”) with Central China International Company Limited (the “Subscriber”), pursuant to which the Subscriber has conditionally agreed to subscribe for, the Company has conditionally agreed to issue, 7% convertible bonds due 2018 (the “Convertible Bonds”) in the aggregate principal amount of HK\$100,000,000 at 100% of the principal amount of the Convertible Bonds convertible into 99,009,900 shares at an initial conversion price of HK\$1.01 per share. Mr. Zheng Weijing joined as a party of the Subscription Agreement as guarantor to guarantee the performance of the obligations of the Company pursuant to the Subscription Agreement. On 27 July 2016, the Convertible Bonds were issued by the Company to the Subscriber.

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**Responsibility statement**

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

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

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

Signed:

\_\_\_\_\_  
Zheng Weijing

\_\_\_\_\_  
Zhang Gongjun

\_\_\_\_\_  
Guo Chanjiao

\_\_\_\_\_  
Vincent Cheng

\_\_\_\_\_  
Leung Po Hon

\_\_\_\_\_  
Miao Bo

**NOTES**

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