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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)**

### **DISCLOSABLE TRANSACTION FORMATION OF THE LIMITED PARTNERSHIP**

The Board is pleased to announce that on 29 July 2015 (after trading hours), Qianhai Flying (a wholly-owned subsidiary of the Company) entered into the Limited Partnership Agreement with the General Partner pursuant to which the parties agreed to form the Limited Partnership.

As some of the applicable percentage ratios as set out in the GEM Listing Rules in respect of the transaction under the Limited Partnership Agreement are more than 5% but all of them are less than 25%, such transaction constitutes a discloseable transaction under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but are exempted from Shareholders' approval requirement under the GEM Listing Rules.

### **INTRODUCTION**

On 29 July 2015 (after trading hours), Qianhai Flying (a wholly-owned subsidiary of the Company) entered into the Limited Partnership Agreement with the General Partner pursuant to which the parties agreed to form the Limited Partnership.

### **THE LIMITED PARTNERSHIP AGREEMENT**

#### **Date**

29 July 2015 (after trading hours)

## **Parties**

1. the General Partner and Managing Partner – 深圳市碧桂融鑫投資管理有限公司 (Shenzhen Bigui Rongxin Investment Management Co., Limited\*), a company established in the PRC with limited liability and principally engaged in the investment management business; and
2. the Limited Partner – Qianhai Flying Financial Service (Shenzhen) Limited (前海匯聯金融服務(深圳)有限公司)

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Ms. Guo Chanjiao one of the Executive Director of the Company, is one of the five directors and the legal representative of the General Partner. However, at the time of this announcement she does not hold any shares or other beneficial interests in the General Partner. Save as disclosed above and to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the General Partner and its respective ultimate beneficial owners are third parties independent of the Company, the Group and its connected persons.

## **Investment Project**

The Limited Partnership is established with the intention to invest in the Investment Project, which is one of the real estate development projects in Shenzhen, China by Country Garden (碧桂園), a famous property developer in the PRC.

## **Investment Term of the Limited Partnership**

The Limited Partnership shall have an investment term of 1 year. The investment term is subject to extension or early termination by the Managing Partner upon authorization from all the parties, provided that (1) the extension shall not exceed 2 years, and (2) the early termination shall be made 6 months after the execution of the Limited Partnership Agreement.

## **Capital Contribution and Payment**

The total capital contribution of the Limited Partnership shall not exceed RMB120 million, of which the General Partner shall contribute not more than RMB5 million but not less than RMB1 million, and Qianhai Flying shall contribute not more than RMB50 million. The minimum capital amount required for the formation of the Limited Partnership is RMB50 million. As at the date of this announcement, Qianhai Flying has contributed RMB50 million for the establishment of the Limited Partnership.

## **Management of the Partnership**

The Managing Partner shall be responsible for the executive functions and operations of the Limited Partnership and have the sole and exclusive rights of a managing partner as stipulated under the PRC Partnership Enterprise Law (《中華人民共和國合夥企業法》) and the Limited Partnership Agreement. The Managing Partner shall remain in office unless replaced or removed according to the Limited Partnership Agreement. The Managing Partner is also entitled to appoint representatives to manage the business of the Limited Partnership independently according to the Limited Partnership Agreement.

The Limited Partnership shall pay an annual management fee to the Managing Partner at 1% per annum of the actual investment amount of the Limited Partnership.

## **Expected Profit**

The Board regards the expected annualized rate of return of the investment to the Group to be approximately 20% or above.

## **REASONS FOR AND BENEFITS OF THE INVESTMENT AND INFORMATION OF THE GROUP**

The Board believes that the investment represents a good investment opportunity to the Company and anticipates receiving a reasonable return from the investment in the medium term having regard to the cooperation with Country Garden (碧桂園). The Board also considers that the investment will provide the Company with a good opportunity to further promote its financial products to the potential customers in the real estate sector.

The Board (including the independent non-executive directors) considers that the terms of the investment are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As some of the applicable percentage ratios as set out in the Listing Rules in respect of the transaction under the Limited Partnership Agreement are more than 5% but all of them are less than 25%, such transaction constitutes a discloseable transaction under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but are exempted from Shareholders' approval requirement under the Listing Rules.

## DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Flying Financial Service Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the GEM board of the Stock Exchange (stock code: 8030)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rule Governing the Listing of Securities on GEM
“General Partner”	the general partner of the Limited Partnership, namely 深圳市碧桂融鑫投資管理有限公司 (Shenzhen Bigui Rongxin Investment Management Co., Limited*)
“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
“Investment Project”	the investment project under the Limited Partnership Agreement, which is one of the real estate development projects in Shenzhen, China by Country Garden (碧桂園), a famous property developer in the PRC
“Limited Partner”	the limited partners of the Limited Partnership
“Limited Partnership”	深圳市碧桂融鑫四十八號投資管理合夥企業 (Shenzhen Bigui Rongxin No.48 Investment Management Partnership Enterprise*), a limited partnership to be established under the laws of the PRC pursuant to the Limited Partnership Agreement
“Limited Partnership Agreement”	the limited partnership agreement dated 29 July 2015 and entered into between the General Partner and Qianhai Flying
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange

“Managing Partner”	the managing partner of the Limited Partnership, namely 深圳市碧桂融鑫投資管理有限公司 (Shenzhen Bigui Rongxin Investment Management Co., Limited*), under the Limited Partnership Agreement
“PRC”	The People’s Republic of China
“Qianhai Flying”	Qianhai Flying Financial Service (Shenzhen) Limited (前海匯聯金融服務(深圳)有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company, which is a Limited Partner under the Limited Partnership.
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board  
**Flying Financial Service Holdings Limited**  
**Zheng Weijing**  
*Chairman and Executive Director*

Hong Kong, 29 July 2015

*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, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://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](http://www.flyingfinancial.hk).*

\* For identification purposes only