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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)

VOLUNTARY ANNOUNCEMENT:

**(1) OFFICIAL COMMENCEMENT OF “滙聯易家”,
A FINANCIAL SERVICE PLATFORM FOR
THE PRC REAL ESTATE INDUSTRY;**

**(2) FORMATION OF JOINT VENTURE COMPANY WITH
A SUBSIDIARY OF CENTRAL CHINA SECURITIES CO., LTD.;**

**(3) STRATEGIC COOPERATION AGREEMENT WITH
和訊信息科技有限公司
(HEXUN INFORMATION TECHNOLOGY LIMITED*);
AND**

**(4) STRATEGIC COOPERATION AGREEMENT WITH
中原地產代理(深圳)有限公司
(CENTALINE PROPERTY AGENCY (SHENZHEN) CO., LTD.*)
AND 深圳市匯瀚擔保有限公司
(SHENZHEN CITY HUIHAN GUARANTEE CO., LTD.*)**

**(1) OFFICIAL COMMENCEMENT OF “滙聯易家”, A FINANCIAL SERVICE
PLATFORM FOR THE PRC REAL ESTATE INDUSTRY**

The Board is pleased to announce that “滙聯易家” (www.hlej.com), a financial service platform website for the PRC real estate industry, has officially commenced operations on 29 December 2015.

(2) FORMATION OF JOINT VENTURE COMPANY WITH A SUBSIDIARY OF CENTRAL SECURITIES CO., LTD.

The Board is pleased to announce that on 29 December 2015, Shenzhen Flying Financial Internet, a 51%-owned subsidiary of the Company, entered into the Memorandum with Central China Blue Ocean, a wholly-owned subsidiary of Central China Securities (stock code: 1375), in relation to possible formation of the JV Company. It is proposed that the JV Company will be principally engaged in innovative integrated internet financial businesses in compliance with relevant laws and regulations.

(3) STRATEGIC COOPERATION AGREEMENT WITH 和訊信息科技有限公司 (HEXUN INFORMATION TECHNOLOGY LIMITED*)

The Board is pleased to announce that on 29 December 2015, Flying Financial Yijia Internet, a 90%-owned subsidiary of the Company, and Hexun entered into the Hexun SCA pursuant to which Flying Financial Yijia Internet and Hexun will establish a long-term strategic partnership and engage in cooperation on all fronts to provide industry information and financial services for customers of the two parties for an initial term of three years. The cooperation channel of “滙聯易家” and “和訊網 (hexun.com)” under the strategic cooperation agreement officially commenced on the date of the Hexun SCA whereby the financial products offered by “滙聯易家” shall appear on “和訊網 (hexun.com)”.

(4) STRATEGIC COOPERATION AGREEMENT WITH 中原地產代理(深圳)有限公司 (CENTALINE PROPERTY AGENCY (SHENZHEN) CO., LTD.*) AND 深圳市匯瀚擔保有限公司 (SHENZHEN CITY HUIHAN GUARANTEE CO., LTD.*)

The Board is pleased to announce that on 29 December 2015, (i) Qianhai Flying Financial, a wholly-owned subsidiary of the Company, (ii) Shenzhen Centaline and (iii) Shenzhen Huihan, a company operated by Shenzhen Centaline, entered into the Centaline SCA, pursuant to which the parties shall cooperate and share with each other their business information and service platforms for the purpose of providing various real estate related financial products and/or services to real estate properties purchasers and/or real estate properties developers in the PRC for an initial term of one year.

This is a voluntary announcement made by Flying Financial Service Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”). The Company would like to update the shareholders and potential investors of the Company on the following business developments of the Group.

(1) OFFICIAL COMMENCEMENT OF “滙聯易家”, A FINANCIAL SERVICE PLATFORM FOR THE PRC REAL ESTATE INDUSTRY

The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that “滙聯易家” (www.hlej.com), a financial service platform website for the People’s Republic of China (“**PRC**”) real estate industry, officially commenced operations on 29 December 2015.

“滙聯易家” is positioned as a one-stop provider of property finance solutions to meet the financial service requirements of property developers, property companies, financial institutions and property buyers that cannot be met by traditional financial institutions in a timely manner by connecting such parties through various financial products. “滙聯易家” develops platforms for information, transaction and value-added services on the Internet to provide financial products and big-data risk controls systems for parties engaged in transactions along the real estate business chain, procure transactions between fund suppliers and borrowers and conduct matching between assets and funds. “滙聯易家” generates income by charging platform service fees.

There are three major channels under “滙聯易家”: (1) “滙有房”, a channel for professional services in property finance; (2) “滙生活”, a channel for professional services in community finance; and (3) “滙理財”, a channel for professional services in financial management, where:

- (1) the primary role of “滙有房” is to assist property developers on the one hand to facilitate fast sales, lock in buyers and lower property purchase thresholds, and to assist property buyers on the other hand to lock in target properties in advance and secure favourable terms for property purchases;
- (2) the primary role of “滙生活” is to assist property companies in resolving profitability issues and providing value-added community services, as well as helping property owners in the community fulfilling their consumer finance requirements; and
- (3) the primary role of “滙理財” is to assist in asset securitisation and distribution of financial management products supplied by other financial institutions in order to resolve funding requirements on the asset end. At the same time, it also helps investors to select investment products which are safe and sound.

The integration of real estate, finance and the Internet will significantly lower transaction costs and improve efficiency of transactions. The real estate and financial businesses going online is an irreversible trend. The Company will continue to increase investments in the Internet finance sector and increase the percentage share of this business in terms of revenue. The Board believes that the commencement of the online operation of “匯聯易家” will be conducive to the transformation of the Company’s business and the re-construction of a sustainable business model to enhance return for the Company’s shareholders.

(2) FORMATION OF JOINT VENTURE COMPANY WITH A SUBSIDIARY OF CENTRAL CHINA SECURITIES CO., LTD.

The Board is pleased to announce that on 29 December 2015, 深圳市滙聯互聯網金融服務公司 (Shenzhen Flying Financial Internet Financial Services Corporation*) (“**Shenzhen Flying Financial Internet**”), a 51%-owned subsidiary of the Company, entered into a memorandum (“**Memorandum**”) with 中州藍海投資管理有限公司 (Central China Blue Ocean Investment Management Company Limited*) (“**Central China Blue Ocean**”), a wholly-owned subsidiary of Central China Securities Co., Ltd. (中原證券股份有限公司) (carrying on business in Hong Kong as “中州証券”) (“**Central China Securities**”), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (stock code: 1375), in relation to the formation of a joint venture company (“**JV Company**”). It is proposed that the JV Company will be principally engaged in innovative integrated internet financial businesses in compliance with relevant laws and regulations.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, Central China Blue Ocean and its ultimate beneficial owner(s) are third parties independent (“**Independent Third Parties**”) of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**GEM Listing Rules**”)).

Incorporation of and capital contribution to the JV Company

In accordance with the terms of the Memorandum, Shenzhen Flying Financial Internet and Central China Blue Ocean target to establish the JV Company which shall be a domestic company with limited liability established in the PRC.

The proposed registered capital of the JV Company at time of establishment shall be RMB50,000,000, which shall be contributed in cash as to 60% (i.e. RMB30,000,000) by Central China Blue Ocean and 40% (i.e. RMB20,000,000) by Shenzhen Flying Financial Internet.

Board composition and daily operation of the JV Company

The board of directors of the JV Company shall initially consist of five directors.

Central China Blue Ocean and Shenzhen Flying Financial Internet shall have the right to appoint and remove up to three directors and two directors, respectively, of the JV Company. The chairman of the board of directors of the JV Company shall be appointed by Central China Blue Ocean, while the vice chairman of the board of directors of the JV Company shall be appointed by Shenzhen Flying Financial Internet. The general manager as recommended by Shenzhen Flying Financial Internet shall be responsible for the daily operation of the JV Company, while the deputy general manager, the financial controller and the risk controller of the JV Company shall be recommended by Central China Blue Ocean.

Reasons for and benefits of the formation of the JV Company

Central China Securities, the parent company of Central China Blue Ocean, and its subsidiaries (together, the “**Central China Securities Group**”) are principally engaged in securities and futures brokerage, investment consultancy and financial advisory, securities underwriting and sponsorship, proprietary trading, asset management, fund management and direct investment, agency sale of funds, intermediary services for futures companies, margin financing and securities lending and agency sale of financial products.

The Directors believe that the formation of the JV Company, if materialised, will enable the Group to further explore and develop a platform for provision of various internet financial services. The Group expects that, through its investment in the JV Company, it will be able to cooperate with the Central China Securities Group in the development of “財升網” operated by the Central China Securities Group and “匯理財” operated by the Group, which are the respective Internet financial service platforms of the Central China Securities Group and the Group, with a view to develop a competitive, uniquely positioned, mutually beneficial and jointly developed Internet financial system, which will potentially provide higher returns for the shareholders of the Company.

The Board wishes to emphasise that the Memorandum only sets out the preliminary cooperation intention of Shenzhen Flying Financial Internet and Central China Blue Ocean in the JV Company, which does not constitute substantive rights and obligations of any parties thereto and is subject to further formal arrangements to be entered into by the parties. The transactions contemplated under the Memorandum may or may not proceed. Further announcement(s) in relation to the proposed joint venture arrangements contemplated under the Memorandum, if such constitutes notifiable transactions under the GEM Listing Rules, will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

(3) **STRATEGIC COOPERATION AGREEMENT WITH 和訊信息科技有限公司 (HEXUN INFORMATION TECHNOLOGY LIMITED*)**

The Board is pleased to announce that on 29 December 2015, 滙聯易家互聯網金融服務(深圳)有限公司 (Flying Financial Yijia Internet Financial Service (Shenzhen) Company Limited*) (“**Flying Financial Yijia Internet**”), a 90%-owned subsidiary of the Company, and 和訊信息科技有限公司 (Hexun Information Technology Limited*) (“**Hexun**”) entered into a strategic cooperation agreement (“**Hexun SCA**”), pursuant to which Flying Financial Yijia Internet and Hexun will establish a long-term strategic partnership and engage in cooperation on all fronts to provide industry information and financial services for customers of the two parties, in order to consolidate and enhance the advantages of the two platforms of the two parties, namely, “滙聯易家” of the Group and “和訊網 (hexun.com)” of Hexun in their respective sectors. Hexun is a major financial information portal website in the PRC and the operator of hexun.com, and has fostered competitive strengths and brand influence in the industry over the years.

The Hexun SCA shall be effective for an initial term of three years and may be renewed upon the conclusion of the effective term if so agreed among the parties to the Hexun SCA.

The cooperation channel of “滙聯易家” and “和訊網 (hexun.com)” under the strategic cooperation agreement officially commenced on the date of the Hexun SCA whereby the financial products offered by “滙聯易家” shall appear on “和訊網 (hexun.com)”.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, Hexun and its ultimate beneficial owner(s) are Independent Third Parties.

The Directors believe that the entering into of the Hexun SCA with Hexun provides the Group with an opportunity to promote the Group’s “滙聯易家” platform. The Group expects that the cooperation of the Group’s “滙聯易家” platform with the website of www.hexun.com, being a professional, premium and high-market financial information website in the PRC, will enhance the image of “滙聯易家” in the financial market and facilitate the promotion of the Group’s financial products/services, thereby generating returns for the shareholders of the Company.

(4) **STRATEGIC COOPERATION AGREEMENT WITH 中原地產代理 (深圳) 有限公司 (CENTALINE PROPERTY AGENCY (SHENZHEN) CO., LTD.*) AND 深圳市匯瀚擔保有限公司 (SHENZHEN CITY HUIHAN GUARANTEE CO., LTD.*)**

The Board is pleased to announce that on 29 December 2015, (i) 前海匯聯金融服務 (深圳) 有限公司 (Qianhai Flying Financial PRC Service (Shenzhen) Limited*) (“**Qianhai Flying Financial**”), a wholly-owned subsidiary of the Company, (ii) 中原地產代理 (深圳) 有限公司 (Centaline Property Agency (Shenzhen) Co., Ltd.*) (“**Shenzhen Centaline**”) and (iii) 深圳市匯瀚擔保有限公司 (Shenzhen City Huihan Guarantee Co., Ltd.*) (“**Shenzhen Huihan**”), a company operated by Shenzhen Centaline, entered into a strategic cooperation agreement (“**Centaline SCA**”), pursuant to which the parties to the Centaline SCA shall cooperate and share with each other their business information and service platforms for the purpose of providing various real estate related financial products and/or services to real estate properties purchasers and/or real estate properties developers in the PRC. Shenzhen Centaline is a large-scale real estate property agency in the PRC and Shenzhen Huihan, a company operated by Shenzhen Centaline, is principally engaged in the provision of financial services.

The Centaline SCA shall be effective for an initial term of one year. Upon the conclusion of the effective term, the Centaline SCA may be renewed if so agreed among the parties to the Centaline SCA.

In addition, Qianhai Flying Financial and Shenzhen Centaline may jointly form subsidiaries or establish private equity funds according to their respective business needs.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, Shenzhen Centaline and Shenzhen Huihan and their respective ultimate beneficial owner(s) are Independent Third Parties.

The Directors believe that entering into of the Centaline SCA with Shenzhen Centaline and Shenzhen Huihan represents an opportunity for the Group to expand its financial service offerings to the real estate property industry. Through its cooperation with the Centaline group, a well-known real estate property agency in the PRC with an extensive network of property purchasers and close liaison with property developers, the Group expects that, as a result of cooperation with the Centaline group, demand for the Group's financial products and/or services would increase which will generate returns to the shareholders of the Company.

Further announcement(s) in relation to the proposed transactions contemplated under the Centaline SCA, if such materialise and constitute notifiable transactions under the GEM Listing Rules, will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

By the Order of the Board
Flying Financial Service Holdings Limited
Zheng Weijing
Chairman

Hong Kong, 29 December 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 this announcement misleading.

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

* For identification purposes only