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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 2 AUGUST 2022;  
(2) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 2 AUGUST 2022;  
AND  
(3) GRANT OF WHITEWASH WAIVER**

**Financial Adviser to the Company**



**瓏盛資本有限公司  
Draco Capital Limited**

Reference is made to the circular of Flying Financial Service Holdings Limited (the “**Company**”) dated (i) 4 July 2022 (the “**AGM Circular**”) and the notice of AGM included therein (the “**AGM Notice**”); and (ii) 8 July 2022 (the “**Whitewash Circular**”) and the notice of EGM included therein (the “**EGM Notice**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the AGM Circular and the Whitewash Circular.

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 2 AUGUST 2022**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice (the “**AGM Resolutions**”) were duly passed by way of poll at the AGM held on Tuesday, 2 August 2022.

As at the date of the AGM, the number of issued Shares were 1,731,432,500 Shares, representing the total number of Shares entitling the Shareholders to attend and vote on the AGM Resolutions at the AGM. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the AGM

Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rule and no Shareholders were required under the GEM Listing Rules to abstain from voting on the AGM Resolutions at the AGM. No Shareholders had stated his/her/its intention in the AGM Circular to vote against or to abstain from voting on the AGM Resolutions at the AGM.

Details of the poll results of the AGM Resolutions were as follows:

ORDINARY RESOLUTIONS <sup>#</sup>		No. of votes cast and percentage of total number of votes cast (%)	
		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“ <b>Directors</b> ”, each a “ <b>Director</b> ”) and the auditors of the Company for the year ended 31 December 2021.	293,508,353 (100%)	0 (0%)
2.	(a) to re-elect Ms. Wan Suyuan as an executive Director;	293,508,353 (100%)	0 (0%)
	(b) to re-elect Mr. Leung Man Kit as an executive Director;	293,508,353 (100%)	0 (0%)
	(c) to re-elect Ms. Liu Yi as an executive Director;	293,508,353 (100%)	0 (0%)
	(d) to re-elect Dr. Miao Bo as an independent non-executive Director;	293,508,353 (100%)	0 (0%)
	(e) to re-elect Mr. Hsu Tawei as an independent non-executive Director;	293,508,353 (100%)	0 (0%)
	(f) to re-elect Mr. Tsao Hoi Ho as an independent non-executive Director;	293,508,353 (100%)	0 (0%)
	(g) to re-elect Mr. Lau Jing Yeung William as an independent non-executive Director; and	293,508,353 (100%)	0 (0%)
	(h) to authorize the board of Directors (“ <b>Board</b> ”) to fix the respective Directors’ remuneration.	293,508,353 (100%)	0 (0%)
3.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorize the Board to fix their remuneration.	293,508,353 (100%)	0 (0%)
4.	To grant the Repurchase Mandate to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 4 of the AGM Notice.	293,508,353 (100%)	0 (0%)
5.	To grant the General Mandate to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 5 of the AGM Notice.	293,508,353 (100%)	0 (0%)

ORDINARY RESOLUTIONS <sup>#</sup>		No. of votes cast and percentage of total number of votes cast (%)	
		FOR	AGAINST
6.	To extend the general mandate granted to the Directors to issue and allot the shares repurchased by the Company in the manner as set out in resolution no. 6 of the AGM Notice.	293,508,353 (100%)	0 (0%)

<sup>#</sup> Please refer to the AGM Notice for full text of the AGM Resolutions.

As more than 50% of the votes were cast in favour of each of the AGM Resolutions, each of the AGM Resolutions was duly passed at the AGM.

In accordance with Rule 17.47(5A) of the GEM Listing Rules, 9 Directors, namely Mr. Zhang Gongjun, Ms. Wan Suyuan, Mr. Leung Man Kit, Ms. Liu Yi, Dr. Vincent Cheng, Dr. Miao Bo, Mr. Hsu Tawei, Mr. Tsao Hoi Ho and Mr. Lau Jing Yeung William, attended the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 2 AUGUST 2022**

The Board is pleased to announce that all the resolutions as set out in the EGM Notice (the “**EGM Resolutions**”) were duly passed by way of poll at the EGM held on Tuesday, 2 August 2022.

In accordance with the GEM Listing Rules and the Takeovers Code, (i) the Subscriber and its associates; (ii) any parties acting in concert with the Subscriber and/or Ms. Niu; and (iii) the Shareholders involved or interested in the Subscription, the Specific Mandate, the Whitewash Waiver and the respective transactions contemplated thereunder, will be required to abstain, and did abstain from voting on the resolution(s) to approve the Subscription, the Specific Mandate, the Whitewash Waiver and the respective transactions contemplated thereunder at the EGM.

As at the date of the EGM, the number of issued Shares were 1,731,432,500 Shares, representing the total number of Shares entitling the Shareholders to attend and vote on the EGM Resolutions at the EGM. As at the date of this announcement, there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the EGM Resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rule and no Shareholders were required under the GEM Listing Rules to abstain from voting on the EGM Resolutions at the EGM. No Shareholders had stated his/her/its intention in the Whitewash Circular to vote against or to abstain from voting on the EGM Resolutions at the EGM.

Details of the poll results of the EGM Resolutions were as follows:

<b>ORDINARY RESOLUTIONS<sup>#</sup></b>		<b>No. of votes cast and percentage of total number of votes cast (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To approve the Share Consolidation and the transactions contemplated thereunder and to authorise any one of the Directors to do all such acts and things and execute all documents as they may consider necessary, desirable or expedient to give effect to the Share Consolidation as set out in the EGM Notice.	293,508,389 (100%)	0 (0%)
2.	To approve the Subscription and the transactions contemplated thereunder and to authorise any one of the Directors to do all such acts and things and execute all documents as they may consider necessary, desirable or expedient to give effect to the Subscription as set out in the EGM Notice.	293,508,389 (100%)	0 (0%)
<b>SPECIAL RESOLUTIONS<sup>#</sup></b>		<b>No. of votes cast and percentage of total number of votes cast (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
3.	To approve the Capital Reduction and Share Sub-division and the transactions contemplated thereunder and to authorise any one of the Directors to do all such acts and things and execute all documents as they may consider necessary, desirable or expedient to give effect to the Capital Reduction and Share Sub-division as set out in the EGM Notice.	293,508,389 (100%)	0 (0%)
4.	To approve the Whitewash Waiver and the transactions contemplated thereunder and to authorise any one of the Directors to do all such acts and things and execute all documents as they may consider necessary, desirable or expedient to give effect to the Whitewash Waiver as set out in the EGM Notice.	293,508,389 (100%)	0 (0%)

<sup>#</sup> Please refer to the EGM Notice for full text of the EGM Resolutions.

As illustrated above, more than 50% of the votes were cast in favour of the above ordinary resolutions numbered 1 to 2, each of the above ordinary resolutions was duly passed as an ordinary resolution of the Company. Further, as more than 75% of the votes were cast in favour of the above special resolutions numbered 3 to 4, the above special resolutions were duly passed as special resolutions of the Company.

In accordance with Rule 17.47(5A) of the GEM Listing Rules, 9 Directors, namely Mr. Zhang Gongjun, Ms. Wan Suyuan, Mr. Leung Man Kit, Ms. Liu Yi, Dr. Vincent Cheng, Dr. Miao Bo, Mr. Hsu Tawei, Mr. Tsao Hoi Ho and Mr. Lau Jing Yeung William, attended the EGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

## CHANGES TO THE SHAREHOLDING STRUCTURE AS A RESULT OF THE CAPITAL REORGANISATION AND THE SUBSCRIPTION

As at the date of this announcement, the Company has 1,731,432,500 Existing Shares in issue. Set out below is a table showing the shareholding structure of the Group (i) as at the Latest Practicable Date; (ii) immediately upon completion of the Capital Reorganisation; and (iii) immediately upon completion of the Capital Reorganisation and the Subscription (assuming there will be no other change in the issued share capital of the Company, save for the Capital Reorganisation and the Subscription).

Shareholder	As at the Latest Practicable Date		Immediately upon completion of the Capital Reorganisation		Immediately upon completion of the Capital Reorganisation and the Subscription	
	No. of Existing Shares	%	No. of New Shares	%	No. of New Shares	%
The Subscriber (Note 1)	—	—	—	—	36,042,067	51%
Mr. Zheng Weijing (鄭偉京先生)	408,369,769	23.59%	8,167,395	23.59%	8,167,395	11.56%
	(Note 2)					
Sino-Africa Resources Holdings Limited (中非資源控股有限公司)	255,676,042	14.77%	5,113,520	14.77%	5,113,520	7.24%
	(Note 3)					
Mr. Hu Jinxi (胡金喜先生)	167,629,087	9.68%	3,352,581	9.68%	3,352,581	4.74%
	(Note 4)					
Upsoar Limited (翔昇有限公司)	155,518,650	8.98%	3,110,373	8.98%	3,110,373	4.4%
	(Note 5)					
Other public Shareholders	744,238,952	42.98%	14,884,781	42.98%	14,884,781	21.06%
Total	1,731,432,500	100%	34,628,650	100%	70,670,717	100%

Notes:

- (1) The Subscriber is indirectly wholly-owned by Ms. Niu Chengjun.
- (2) Among the 408,369,769 Shares, Mr. Zheng Weijing has beneficial interest in 40,630,202 Shares and has interest of controlled corporation in 367,739,567 Shares. With reference to the Company's announcement dated 26 March 2021, Mr. Zheng Weijing has ceased to be a director of the Company with effect from 26 March 2021. Ming Cheng Investments Limited is a company wholly-owned by Mr. Zheng Weijing.
- (3) Sino-Africa Resources Holdings Limited is a company wholly-owned by Mr. Huang Xiguang.

- (4) Among the 167,629,087 Shares, Mr. Hu Jinxi has beneficial interest in 22,200,000 Shares and has interest of controlled corporation in 145,429,087 Shares. Peace Bloom Limited has interest in 145,429,087 Shares and is a company wholly-owned by Mr. Hu Jinxi.
- (5) Upsoar Limited is a company wholly-owned by Ms. Fu Shanping.
- (6) Existing Directors do not hold any shares of the Company.

**Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon the satisfaction of the conditions set out in the paragraph headed “Conditions of the Capital Reorganisation” in the letter from the board of the Whitewash Circular and the Subscription is conditional upon the satisfaction of certain conditions precedent (including the resumption on trading of the Existing Shares and the New Shares on the Stock Exchange). Accordingly, the Capital Reorganisation and the Subscription may or may not proceed.**

### **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 26 July 2022, granted the Whitewash Waiver, subject to the fulfilment of the conditions that (i) the Whitewash Waiver and the underlying transactions (i.e. the Capital Reorganisation and the Subscription) being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and its concert parties between the announcement of the Subscription dated 23 May 2022 and the completion of the Subscription.

The aforementioned condition (i) imposed by the Executive has been fulfilled as at the date of this announcement.

Further announcement(s) and updates will be made by the Company to keep the Shareholders and potential investors informed of the progress of the completion of the Capital Reorganisation, the Subscription, the Specific Mandate, the Whitewash Waiver and all the transactions contemplated thereunder as and when appropriate.

### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 11:19 a.m. on 29 March 2021 and will remain suspended until the Company fulfils the Resumption Guidance.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

By the Order of the Board  
**Flying Financial Service Holdings Limited**  
**Zhang Gongjun**  
*Chairman and Chief Executive Officer*

Hong Kong, 2 August 2022

*As at the date of this announcement, the executive Directors are Mr. Zhang Gongjun (Chairman and Chief Executive Officer), Ms. Wan Suyuan, Mr. Leung Man Kit and Ms. Liu Yi; and the independent non-executive Directors are Dr. Vincent Cheng, Dr. Miao Bo, Mr. Hsu Tawei, Mr. Tsao Hoi Ho and Mr. Lau Jing Yeung William.*

*All directors of the company jointly and severally accept full responsibility for the accuracy of information contained in the announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the announcement have been arrived at after due and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement in the document misleading.*

*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.*

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