

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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)

**PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 2:00 p.m. on Tuesday, 5 September 2023 at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the shareholders at the extraordinary 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 and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 2:00 p.m. on Sunday, 3 September 2023 or not less than 48 hours before the time appointed for holding any adjourned meeting. 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.

10 August 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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:

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“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 and each a “Director”
“EGM”	the extraordinary general meeting of the Company convened to be held at 2:00 p.m. on Tuesday, 5 September 2023, the notice of which is set out on pages EGM-1 to EGM-3 of this circular
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 August 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“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 Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



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 Director:

Ms. Liu Yi

Independent non-executive Directors:

Mr. Luo Sigang

Mr. Kam Hou Yin, John

Ms. Chong Kan Yu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Room 1007, 10/F,

West Wing, Tsimshatsui Centre

66 Mody Road

Tsim Sha Tsui

Kowloon, Hong Kong

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

Room 902, Block A

Xiangnian Plaza

No. 4060, Qiaoxiang Road

Gaofa Community

Shahe Street, Nanshan District

Shenzhen, China

10 August 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolution to be proposed at the EGM and to give you notice of the EGM. At the EGM, a resolution relating to the Proposed Amendments will be proposed.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Memorandum and Articles of Association.

Details of the Proposed Amendments (marked-up against the existing Memorandum and Articles of Association) are set out in Appendix I to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the EGM. Prior to the passing of the special resolution at the EGM, the existing Memorandum and Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands incorporated company listed on the Stock Exchange.

The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the EGM as a special resolution.

EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. At the EGM, a resolution will be proposed to approve the Proposed Amendments.

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 EGM will be voted on by way of poll.

A form of proxy for use at the EGM is sent to you with this circular. Whether or not you are able to attend the EGM, 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 and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 2:00 p.m. on Sunday, 3 September

LETTER FROM THE BOARD

2023 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 EGM.

Closure of register of members for determining entitlement to attend and vote at the EGM

To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 31 August 2023 to Tuesday, 5 September 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of Shares accompanied by the relevant Shares certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 30 August 2023.

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.

RECOMMENDATION

The Directors consider that the Proposed Amendments as set out in the notice convening the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM as set out in the notice convening the EGM on pages EGM-1 to EGM-3 of this circular.

LETTER FROM THE BOARD

GENERAL INFORMATION

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

Yours faithfully,
On behalf of the Board
Flying Financial Service Holdings Limited
Liu Yi
Executive Director

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
Cover Page	FLYING FINANCIAL SERVICE HOLDINGS LIMITED 匯聯金融服務控股有限公司 <i>(incorporated in the Cayman Islands with limited liability)</i> <u>經修訂及重述</u> 公司組織大綱及章程 <u>AMENDED AND RESTATED</u> MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY <u>Incorporated</u> Incorporated on the 4th day of May, 2011 <i>This memorandum and articles of association is a consolidated version not formally adopted by shareholders at a general meeting. If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.</i>

Memorandum of Association	
Heading	<u>THE COMPANIES LAW ACT (AS REVISED)</u> EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND AMENDED AND RESTATED</u> MEMORANDUM OF ASSOCIATION OF Flying Financial Service Holdings Limited 匯聯金融服務控股有限公司 (adopted Adopted by a Special Resolution passed on dated 5 30 September May, 2023 2011 conditionally upon the change of name of the Company from Flying Financial Service Holdings Ltd. to Flying Financial Service Holdings Limited 匯聯金融服務控股有限公司)
2.	The Registered Office of the Company is situated shall be at the offices of Codan Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The <u>the Companies Law Act (as Revised) of the Cayman Islands.</u>
8.	The share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 5,000,000,000 shares of a nominal or par value of HK\$0.01 0.10 each, with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the <u>Companies Law Act (as Revised) of the Cayman Islands</u> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.
9.	The Company may exercise the power contained in the <u>Companies Law Act (as Revised) of the Cayman Islands</u> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

Articles of Association	
Cover Page	<u>AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION OF Flying Financial Service Holdings Limited 匯聯金融服務控股有限公司 (adopted pursuant to a <u>Special Resolution</u> written resolutions of all shareholders passed on <u>5-20 September</u> December 2023-2011)
Tables of Contents	<u>FINANCIAL YEAR.....[•]</u>
Heading	THE COMPANIES ACT-LAW, CHAPTER 22 (LAW 3 OF 1961, AS CONSOLIDATED AND AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION OF Flying Financial Service Holdings Limited 匯聯金融服務控股有限公司 <u>(adopted by a Special Resolution passed on 5 September 2023</u>

1.

(A)

The regulations ~~contained or incorporated~~ in Table A of the Schedule to the Companies Act (as Revised) Law, Chapter 22 (Law 3-1961 consolidated and revised) do ~~shall~~ not apply to this Company.

Headings and marginal notes to, and the index of, these Articles do not form part of these Articles and shall not affect their interpretation and, in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:

WORD	MEANING
“Auditors”	shall mean the persons <u>appointed by the Company</u> for the time being performing the duties of that office <u>and may include any individual or partnership;</u>
“the Board” or “the Directors”	<u>means</u> shall mean the <u>board of Directors as constituted</u> from time to time of the Company or (as the context may require) <u>the a majority of Directors present and voting at a meeting of the Directors at which a quorum is present;</u>
“the Companies Act Law”	shall mean <u>the</u> The Companies Act (As Revised) Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands; <u>(as amended from time to time) and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</u>
“Companies Ordinance”	<u>means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time;</u>
“HK Stock Exchange”	<u>means The Stock Exchange of Hong Kong Limited;</u>
“HK\$”	shall mean Hong Kong dollars, <u>the lawful currency for the time being of Hong Kong;</u>

WORD	MEANING
“holding company” and “subsidiary”	shall have the meanings ascribed to them by section 2 of the Companies Ordinance (Cap.32) of the laws of Hong Kong as in force at the adoption of these Articles;
“Listing Rules”	shall mean the Rules Governing the Listing of Securities on <u>HK</u> The Stock Exchange of Hong Kong Limited <u>(as amended from time to time)</u> ;
“Registered Office”	shall mean the registered office of the Company for the time being <u>as required by the Companies Act</u> ;
“Relevant Period”	shall mean the period commencing from the date on which any of the securities of the Company become listed on a stock exchange in the Relevant Territory with the consent of the Company to and including the date immediately before the day on which none of the securities are so listed (and so that if at any time <u>trading listing</u> listing of any such securities is suspended, they shall nevertheless be treated, for the purpose of this definition, as listed);
“Secretary”	shall mean the person or corporation for the time being performing the duties of that office <u>of the Company</u> and includes any assistant, deputy, acting or temporary secretary;
“shareholder”	shall mean the duly registered <u>in the Register</u> as holder <u>for the time being</u> from time to time <u>of any</u> the shares in the capital of the Company <u>and includes persons who are jointly so registered</u> ;

		WORD	MEANING
		“Statutes”	shall mean the Companies Act <u>Law</u> and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these presents;
		“Transfer Office”	shall mean the place where the principal register of shareholders is situated <u>situate</u> for the time being;
	(B)	In these Articles, unless there be something in the subject or context inconsistent herewith: words denoting the singular shall include the plural and words denoting the plural shall include the singular; words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations; subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act<u>Law</u> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.	
	(C)	At all times during the Relevant Period (but not otherwise) a resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or <u>where proxies are allowed</u>, by proxy or, in the cases of <u>such</u> shareholders which are corporations, by their respective duly authorised representatives at a general meeting <u>held in accordance with these Articles</u> of which Notice <u>specifying the intention to propose the resolution as a special resolution</u> has been duly given in accordance with Article 65.	

APPENDIX I

PARTICULARS OF PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

	(D)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of <u>votes cast by</u> such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which Notice has been duly given in accordance with Article 65.
2.		Without prejudice to any other requirements of the Statutes and subject to Article 13, a Special Resolution shall be required to <u>approve amendments to</u> alter the provisions of the memorandum of association of the Company, to approve any amendment of these presents, or to change the name of the Company.
5.	(A)	If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies <u>Act-Law</u> , be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two <u>shareholders present in person</u> persons holding (or, in the case of a shareholder being a corporation, by its duly authorised representative) <u>holding</u> or representing by proxy <u>not less than one-third in nominal value of the issued shares of that class and at, that the quorum for any meeting adjourned meeting of such holders for want of quorum shall be two</u> shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them) <u>shall be a quorum; and that any holder of Shares of the class present in person (or in the case of the shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</u>
6.		The authorised share capital of the Company on the date of its incorporation <u>adoption of these Articles</u> is HK\$500,000,000-100,000 <u>consisting of divided into 50,000,000,000-1,000,000</u> shares of <u>a par value of HK\$0.01-0.10</u> each.

11.	(A)	All unissued shares and other securities of the Company shall be at the disposal of the Directors and they may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as they in their absolute discretion think fit, but so that no shares shall be issued at a discount. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Companies Act-Law , if and so far as such provisions may be applicable thereto.
12.	(A)	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Act-Law shall be observed and complied with, and in each case the commission shall not exceed ten (10) per cent. of the price at which the shares are issued.
	(B)	If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies Act-Law , may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of the plant.

13.	(iv)	sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Act <u>Law</u> , and so that the resolution whereby any share is sub- divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;
17.	(A)	The Directors shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Act <u>Law</u> .
	(B)	Subject to the provisions of the Companies Act <u>Law</u> , if the Directors consider it necessary or appropriate, the Company may establish and maintain a local or branch register of shareholders at such location as the Directors think fit and, while the issued share capital of the Company is, with the consent of the Directors, listed on any stock exchange in Hong Kong, the Company shall keep its principal or a branch register of shareholders in Hong Kong.
	(C)	For so long as any part of the share capital of the Company is listed on a stock exchange in Hong Kong, any member may inspect the principal register or branch register of the Company maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and is subject to the Companies Ordinance (Cap. 32 of the Laws of Hong Kong).

18.	(A)	Every person whose name is entered as a shareholder in the <u>Register</u> register shall be entitled without payment to receive within ten (10) business days after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the <u>Listing Rules</u> rules of the relevant stock exchange in Hong Kong , and in the case of any other shares, such sum in such currency as the Directors may from time to time determine to be reasonable in the territory in which the relevant <u>Register</u> register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Director may from time to time determine, such number of certificates for shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.
19.		Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company , which for this purpose may be a duplicate Seal.
39.		Subject to the Companies <u>Act-Law</u> , all transfers of shares shall be effected by transfer in writing in the usual or common form or (during the Relevant Period) in such standard form prescribed by the stock exchange in the Relevant Territory or in such other form as the Directors may accept and may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other means of execution as the Directors may approve from time to time.

41.	(C)	Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register and all branch registers in all respects in accordance with the Companies Act Law.
47.		The registration of transfers may be suspended and the register closed, on giving notice by advertisement in the Newspapers or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory, at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares, provided that the register shall not be closed for periods exceeding in the whole thirty (30) days in any year. <u>The Company may close the Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u>
62.		At all times during the Relevant Period (but not otherwise) the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that <u>financial</u> year and shall specify the meeting as such in the notice calling it; Each annual general meeting shall be held within 6 Months after the end of the Company's financial year and not more than fifteen months (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and place as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

64.	The Directors may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meetings shall also be convened on the requisition of one or more shareholders holding, on-at the date of deposit of the requisition, <u>a minority stake in the total number of issued shares in not less than one tenth of the paid-up capital of the Company, and the minimum stake required to do this shall not be less than 10% of the voting rights in the issued share capital of the Company.</u> Such shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meeting so concerned having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Secretary of the Company for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business <u>or resolution</u> specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.	
65.	An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings, other than an annual general meeting, may <u>shall</u> be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour and the agenda of meeting and particulars of resolutions to be considered at the meeting and, in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned <u>in these Articles</u> or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly, <u>subject to the Companies Act,</u> called if it is so agreed:	
	(i)	in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat <u>or their proxies;</u> and
	(ii)	in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. <u>of the total voting rights at the meeting of all the shareholders in nominal value of the shares giving that right.</u>

APPENDIX I

**PARTICULARS OF PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

66.	(A)	The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at any such meeting.
67.	(A)	All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment <u>and removal of the</u> Auditors and other officers in the place of those retiring, the fixing of or delegation of power to the Directors to fix the remuneration of the Auditors, and the voting of or delegation of power to the Directors to fix the ordinary or extra or special remuneration to the Directors, the grant of a general mandate to the Directors to allot, issue or deal with shares and to enter into agreements for such purposes, and the grant of a general mandate authorising Directors to exercise the power of the Company to repurchase its own securities.
81.	(B)	<u>Each Shareholder has the right to speak and the right to vote at a general meeting (except where that Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration). At all times during the Relevant Period (but not otherwise), where</u> Where the Company has knowledge that any <u>shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder (whether by way of proxy or, as the case may be, corporate representative) in contravention of such requirement or restriction shall not be counted.</u>
84.		The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, or attorney or <u>other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</u>

89.	(A)	Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise any person as it thinks fit to act as its representative <u>at any meeting</u> of the Company or at any meeting of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same <u>rights and powers</u> on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder of the Company. References in these Articles to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised representative.
	(B)	Where a shareholder is a clearing house (or its nominee(s)), it may <u>appoint one or more proxies or</u> authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of shareholders or any meeting of creditors, <u>and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders, provided that, if more than one person is so authorised, provided that, if more than one person is so authorised,</u> the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. <u>A</u> Each person so authorised <u>pursuant to</u> under the provisions of this Article shall be <u>deemed to have been duly authorised without further evidence of the facts and be</u> entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) <u>which he represents as that clearing house (or its nominee(s)) could exercise as if such person was the registered holder of the shares</u> <u>a shareholder of the Company who is an individual, held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote and the right to speak individually on a show of hands.</u>
93.		The number of Directors shall not be fewer than one. The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies <u>Act</u> Law .
108.		Subject to the Statutes and the provisions of these Articles, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director <u>to the existing Board</u> .

109.	The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director <u>to the existing Board</u> but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed by the Board to fill a casual vacancy on the Board or as an additional Director to the existing Board shall hold office only until the first annual next following general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election. at the meeting but <u>Any Director appointed under this Article</u> shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such an annual general meeting.	
111.	The <u>shareholders of the Company</u>, may, <u>at any general meeting convened and held in accordance with these Articles</u>, by Ordinary Resolution, remove any Director (including a Managing Director or other Executive Director) <u>at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director</u> (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company <u>and such Director</u>) and may <u>by Ordinary Resolution</u> elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.	
113.	The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular but subject to the provisions of the Companies <u>Act-Law</u>, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	
116.	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <u>Act-Law</u>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <u>Act-Law</u> with regard to the registration of mortgages and charges as may be specified or required.	
140.	(C)	The Directors shall duly comply with the provisions of the Companies <u>Act-Law</u> in regard to keeping a register of shareholders and to the production and furnishing of copies of or extracts from such register.

142.		The Secretary shall attend all meetings of the shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies Act-Law and these Articles, together with such other duties as may from time to time be prescribed by the Directors.
153.	(B)	Subject to the provisions of the Companies Act-Law (but without prejudice to paragraph (A) of this Article), where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
173.	(A)	The <u>shareholders of the</u> Company shall at a each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to <u>audit the accounts of the Company and</u> hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. <u>Such auditor may be a Shareholder but no</u> A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall, during his continuance in office, <u>not be appointed Auditors of the Company.</u> The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.

	(B)	The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor or Auditors by <u>Ordinary Special Resolution</u> at any time before the expiration of <u>his</u> the term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in its place for the remainder of the term.
	(C)	<u>The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of any Auditor so appointed under this Article may be fixed by the Board. Subject to Article 173(B), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members at such remuneration to be determined by the Members under Article 173(D).</u>
	(D)	<u>The remuneration of the Auditors shall be fixed by the Company in general meeting by Ordinary Resolution or in such manner as the shareholders may determine.</u>
185.	<u>Subject to the Companies Act, a</u> A resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.	
187.	If the Company shall be wound up (whether the liquidation is voluntary or ordered or sanction by the court) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies <u>Act</u> Law , divide among the shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders and the shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of shareholders as the liquidator, with the like sanction, shall think fit, but so that no shareholder shall be compelled to accept any shares or other assets upon which there is a liability.	
	<u>FINANCIAL YEAR</u>	
<u>194.</u>	<u>The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year end of the Company shall be on 31st day of December in each calendar year.</u>	

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Meeting**”) of Flying Financial Service Holdings Limited (“**Company**”) will be held at 2:00 p.m. on Tuesday, 5 September 2023 at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong, to consider, and if thought fit, transact the following special business:

SPECIAL RESOLUTION

1. To consider as special business and, if through fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (i) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”) be and are hereby approved;
- (ii) the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which incorporate all of the Proposed Amendments, a copy of which has been produced to this Meeting and marked “A”, and initialed by the chairman of the Meeting for the purposes of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect; and

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- (iii) any one of the Directors and Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles of Association and to make such filing in Hong Kong that is necessary in connection with this resolution, and the Company's registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution."

On behalf of the Board
Flying Financial Service Holdings Limited
Liu Yi
Executive Director

Hong Kong, 10 August 2023

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 1007, 10/F,
West Wing, Tsimshatsui Centre
66 Mody Road
Tsim Sha Tsui
Kowloon, Hong Kong

*Head office and principal place of
business in the People's Republic of China:*

Room 902, Block A
Xiangnian Plaza
No. 4060, Qiaoxiang Road
Gaofa Community
Shahe Street, 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong by 2:00 p.m. on Sunday, 3 September 2023 or not less than 48 hours before the time appointed for holding any adjourned meeting.
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.

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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 GEM of 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.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Director is Ms. Liu Yi; and the independent non-executive Directors are Mr. Luo Sigang, Mr. Kam Hou Yin, John and Ms. Chong Kan Yu.

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.