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*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.*



## **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)*

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares** : 250,000,000 Placing Shares (subject to the Over-allotment Option)  
**Placing Price** : HK\$0.65 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)  
**Nominal value** : HK\$0.10 per Share  
**Stock code** : 8030

**Sole Sponsor**



**廣發融資(香港)有限公司**  
GF CAPITAL (HONG KONG) LIMITED

**Sole Bookrunner and Sole Lead Manager**



**廣發證券(香港)經紀有限公司**  
GF SECURITIES (HONG KONG) BROKERAGE LIMITED

## SUMMARY

- The Placing Price has been determined at HK\$0.65 per Placing Share, excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%.
- Based on the Placing Price of HK\$0.65 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$134.7 million.
- The 250,000,000 Shares initially offered by the Company under the Placing were moderately over-subscribed. Apart from the 250,000,000 Shares initially offered by the Company under the Placing, the Sole Lead Manager on behalf of the Underwriters has over-allocated an aggregate of 37,500,000 additional Shares under the Placing. In order to cover such over-allocations, the Sole Lead Manager has entered into a stock borrowing agreement with Silvery Dragon Limited. The Over-allotment Option has not been exercised by the Sole Lead Manager as at the date of this announcement.
- 287,500,000 Shares have been conditionally allocated to a total of 142 selected individual, professional and institutional investors.
- The Directors confirm that all places under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons (save for the six connected clients (as defined in Note 2 to Rule 10.12(4) of the GEM Listing Rules) of GF Securities (Hong Kong) Brokerage Limited (the “**GF Securities**”) as disclosed herein) as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing and no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company.
- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the Company will comply with the public float requirement under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules.
- All Share certificates will only become valid certificates of title of the Shares which they relate provided that the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on Monday, 7 May 2012.
- The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 7 May 2012. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8030.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF NET PROCEEDS FROM THE PLACING**

The Placing Price has been determined at HK\$0.65 per Placing Share, excluding brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%. Based on the Placing Price of HK\$0.65 per Placing Share, the net proceeds from the Placing (after deducting underwriting fees and estimated expenses payable by the Group in connection with the Placing) to be received by the Company are estimated to be approximately HK\$134.7 million. The net proceeds from the Placing will be applied for such purposes as set out in the section headed “Future Plans and Prospects – Use of Proceeds” in the Prospectus.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 250,000,000 Shares initially offered by the Company under the Placing were moderately over-subscribed. Apart from the 250,000,000 Shares initially offered by the Company under the Placing, the Sole Lead Manager on behalf of the Underwriters has over-allocated an aggregate of 37,500,000 additional Shares under the Placing. In order to cover such over-allocations, the Sole Lead Manager has entered into stock borrowing agreement with Silvery Dragon Limited.

In connection with the Placing, the Company has granted the Over-allotment Option to the Sole Lead Manager. The Sole Lead Manager may exercise the Over-allotment Option at any time from the Listing Date to (and including) the date which is the 30th day after the Listing Date, i.e. 6 June 2012 to require the Company to allot and issue up to 37,500,000 new Shares, representing in aggregate 15% of the number of Placing Shares initially available under the Placing. If the Over-allotment Option is exercised in full, the Company will be required to allot and issue up to 37,500,000 new Shares. The aggregate number of Shares to be issued upon the exercise of the Over-allotment Option will represent approximately 3.61% of the enlarged issued share capital of the Company following completion of the Capitalisation Issue and the Placing and the exercise of such Over-allotment Option but without taking into account any Shares which fall to be issued upon the exercise of any option that may be granted under the Share Option Scheme. The Sole Lead Manager, as the stabilising manager or any person acting for it, may enter into or effect stabilisation actions in compliance with the Securities and Futures (Price Stabilizing) Rules and other applicable stabilising laws, rules and regulations in Hong Kong, further information on which is set forth in the Prospectus. In the event that the Over-allotment Option is exercised, the Company will issue a separate announcement accordingly. The Over-allotment Option has not been exercised by the Sole Lead Manager as at the date of this announcement.

## RESULTS OF ALLOCATION UNDER THE PLACING

Pursuant to the Placing, 287,500,000 Shares have been conditionally allocated to a total of 142 individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue</b>
Top placee	38,000,000	13.22%	3.80%
Top 5 placees	114,000,000	39.65%	11.40%
Top 10 placees	181,600,000	63.17%	18.16%
Top 25 placees	249,750,000	86.87%	24.98%
<b>Number of Placing Shares allocated:</b>			<b>Number of Placees</b>
5,000 to 100,000			56
100,001 to 500,000			41
500,001 to 1,000,000			12
1,000,001 to 2,000,000			12
2,000,001 to 5,000,000			7
5,000,001 and above			14
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Total:			142
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Pursuant to the Placing and among the 287,500,000 Shares allocated to the total of 142 individual, professional and institutional investors, the total number of 490,000 Shares (representing approximately 0.17% of the 287,500,000 Shares and approximately 0.05% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue) have been conditionally allocated to six placees who are employees of GF Securities (being the sole lead broker of the Placing) and/or their spouses and/or a close relative with a discretionary account, and are its connected clients as defined in Note 2 to Rule 10.12(4) of the GEM Listing Rules. The distribution of the Placing Shares to the six connected clients is set forth as below:

<b>Full name of connected clients</b>	<b>Number of Placing Shares allocated</b>
Cheng Yuk Ling	40,000
Hui Mok Hing	50,000
Chung Lee Lee	50,000
Yu Ching	50,000
Lam Kam Fat	100,000
Choy Wai Kit	200,000

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons (save for the aforesaid six connected clients) as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing and no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the Company will comply with the public float requirement under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS. The Share certificates issued in respect of the Placing Shares will be deposited into CCASS on 4 May 2012 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be). Prospective investors should note that the Sole Sponsor and, or the Sole Bookrunner (for themselves and on behalf of the Underwriters) is/are entitled to terminate the Placing and the Underwriting Agreement by notice in writing to the Company upon occurrence of any of the events set forth in the section headed "Underwriting – Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. on the Listing Date.

In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the Stock Exchange websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.flyingfinancial.hk](http://www.flyingfinancial.hk) accordingly.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 7 May 2012. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.flyingfinancial.hk](http://www.flyingfinancial.hk). Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8030. The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid.

By order of the Board  
**Flying Financial Service Holdings Limited**  
**Li Zhongyu**  
*Chairman*

Hong Kong, 4 May 2012

*As at the date of this announcement, the executive Directors are Mr. Li Zhongyu, Mr. Zheng Weijing and Mr. Peng Zuohao; and the independent non-executive Directors are Mr. Vincent Cheng, Mr. Ji Dong and Mr. Zhang Gongjun.*

*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 and a copy of the Prospectus will remain on the Stock Exchange websites at [www.hkexnews.hk](http://www.hkexnews.hk) and [www.hkgem.com](http://www.hkgem.com) and, in the case of the announcement, on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.flyingfinancial.hk](http://www.flyingfinancial.hk).*