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*This announcement is for information purposes only and does not constitute an offer or an invitation to acquire, purchase or subscribe for securities of the Company.*

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 20 April 2012 (the “Prospectus”) issued by Flying Financial Service Holdings Limited (the “Company”).*



## **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)**

### **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION AND STABILISATION ACTIONS AND END OF STABILISATION PERIOD**

#### **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Sole Lead Manager on behalf of the Underwriters on 6 June 2012 in respect of an aggregate of 20,555,000 Over-allotment Shares, representing approximately 8.22% of the Placing Shares initially available under the Placing, at HK\$0.65 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Placing Price per Share in connection with the Placing. The Over-allotment Shares will be used for the purposes of returning the remaining Borrowed Shares to Silvery Dragon Limited.

The net proceeds received by the Company from the issue and allotment of the Over-allotment Shares were approximately HK\$12,892,000.

## **STABILISATION ACTIONS AND END OF STABILISATION PERIOD**

The Company also announces that the stabilisation period in connection with the Placing ended on Wednesday, 6 June 2012. The stabilising actions undertaken by the Sole Lead Manager as the stabilisation manager during the stabilisation period were:

- (i) over-allocations of an aggregate of 37,500,000 Shares in the Placing, representing 15% of the number of Placing Shares initially available under the Placing before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 37,500,000 Shares from Silvery Dragon Limited pursuant to the Stock Borrowing Agreement to cover over-allocations in the Placing;
- (iii) successive market purchases of an aggregate of 16,945,000 Shares in the price range of HK\$0.61 to HK\$0.64 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) before any exercise of the Over-allotment Option, which were returned to Silvery Dragon on 6 June 2012; and
- (iv) partial exercise of the Over-allotment Option by the Sole Lead Manager on behalf of the Underwriters on 6 June 2012 in respect of an aggregate of 20,555,000 Shares as referred to in the paragraph headed “Partial Exercise of the Over-allotment Option”.

The last purchase in the course of stabilising actions was made on 29 May 2012 at the highest price of HK\$0.64 per Share.

## **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Sole Lead Manager on behalf of the Underwriters on 6 June 2012 in respect of an aggregate of 20,555,000 Shares, representing approximately 8.22% of the Placing Shares initially available under the Placing, at HK\$0.65 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Placing Price per Share in connection with the Placing. The Over-allotment Shares will be used for the purposes of returning the remaining Borrowed Shares (as defined below) to Silvery Dragon Limited. Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Division of the Stock Exchange on 4 May 2012. Listing of and dealings in the Over-allotment Shares are expected to commence on GEM at 9:00 am on Monday, 11 June 2012.

The Over-allotment Option in relation to the balance of 16,945,000 Shares which the Sole Lead Manager may require the Company to issue was not exercised and the Over-allotment Option to this extent lapsed accordingly.

The shareholding structure of the Company immediately before and after the allotment and issue of the Over-allotment Shares by the Company are as follows:

	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital <sup>(2)</sup>	Number of Shares	Approximate percentage of the Company's issued share capital <sup>(2)</sup>
Silvery Dragon Limited	528,975,000 <sup>(1)</sup>	52.90%	528,975,000	51.83%
Ying Gao Limited	221,025,000	22.10%	221,025,000	21.66%
Public Shareholders	250,000,000	25.00%	270,555,000	26.51%
	<u>1,000,000,000</u>	<u>100.00%</u>	<u>1,020,555,000</u>	<u>100.00%</u>

Notes:

- (1) This included the 37,500,000 Shares borrowed by the Sole Lead Manager pursuant to a stock borrowing agreement dated 20 April 2012 and entered into between the Sole Lead Manager and Silver Dragon Limited (the “**Stock Borrowing Agreement**”).
- (2) The percentage is subject to rounding adjustments.

The net proceeds received by the Company from the issue and allotment of the Over-allotment Shares were approximately HK\$12,892,000.

Following the exercise of the Over-allotment Option and the allotment and issue of the Over-allotment Shares, the Company continues to comply with the public float requirements under Rule 11.23(7) of the GEM Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 17.29 of the GEM Listing Rules.

## STABILISING ACTIONS AND END OF STABILISATION PERIOD

The Company announces that the stabilisation period in connection with the Placing ended on Wednesday, 6 June 2012, being the 30th day after the Listing Date.

The stabilising actions undertaken by the Sole Lead Manager as the stabilisation manager during the stabilisation period from Monday, 7 May 2012 to Wednesday, 6 June 2012, in compliance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), were:

- (i) over-allocations of an aggregate of 37,500,000 Shares in the Placing, representing 15% of the number of Placing Shares initially available under the Placing before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 37,500,000 Shares (“Borrowed Shares”) from Silvery Dragon Limited pursuant to the Stock Borrowing Agreement to cover over-allocations in the Placing;
- (iii) successive market purchases of an aggregate of 16,945,000 Shares in the price range of HK\$0.61 to HK\$0.64 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) before any exercise of the Over-allotment Option, which were returned to Silvery Dragon on 6 June 2012; and
- (iv) partial exercise of the Over-allotment Option by the Sole Lead Manager on behalf of the Underwriters on 6 June 2012 in respect of an aggregate of 20,555,000 Shares as referred to in the paragraph headed “Partial Exercise of the Over-allotment Option”.

The last purchase in the course of stabilising actions was made on 29 May 2012 at the highest price of HK\$0.64 per Share.

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

Hong Kong, 6 June 2012

*As at the date of this announcement, the executive Directors are Mr. Li Zhongyu (Chairman), Mr. Zheng Weijing (Vice-chairman) and Mr. Peng Zuohao (Chief Executive Officer); 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 will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the Company’s website at [www.flyingfinancial.hk](http://www.flyingfinancial.hk).*