



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)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

The following procedures are subject to the articles of association (“**Article**”) of Flying Financial Service Holdings Limited (the “**Company**”) and The Companies Law of the Cayman Islands and applicable legislation and regulation.

- 1.1 Article 110 provides that “No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length.”
- 1.2 Shareholder(s) of the Company (“**Shareholder(s)**”) who wish to nominate a person to stand for election as a director of the Company (“**Director**”) at any general meeting (“**General Meeting**”) appointed for such election shall follow the following procedures as prescribed in Article 110:
 - (a) he/she shall validly lodge a signed written notice (“**Notice of Nomination**”) indicating his/her intention to propose the candidate(s) (“**Proposed Director(s)**”) for election as director(s) at the General Meeting at either of the following address:

Principal place of business of the Company in Hong Kong:

Flying Financial Service Holdings Limited

40/F., Jardine House

1 Connaught Place

Central

Hong Kong

Hong Kong branch share registrar and transfer office

Tricor Investor Services Limited
26/F., Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

- (b) the Notice of Nomination shall be accompanied by a written notice (“**Notice of Willingness**”) signed by the Proposed Director(s) indicating his/her willingness to be elected, together with (i) the information of the Proposed Director(s) required to be disclosed under Rule 17.50(2) of the Rules (“**GEM Listing Rules**”) Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), as summarised and set out in the paragraph 1.6 below, and (ii) written consent from the Proposed Director(s) regarding the publication of his/her personal data.
- 1.3 Shareholder(s) giving the Notice of Nomination must be duly qualified to attend and vote at the General Meeting.
- 1.4 The Notice of Nomination together with the Notice of Willingness shall be lodged at the address specified in paragraph 1.2(a) above at least seven clear days before the date of the General Meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the General Meeting and shall be at least seven clear days in length.
- 1.5 To enable Shareholders to make an informed decision on the election of Director(s) at the General Meeting, the Company will publish an announcement or issue a supplementary circular containing particulars of the Proposed Director(s) upon receipt of a Notice of Nomination where such notice is received by the Company after publication of the notice of the General Meeting, in accordance with Rule 17.46B of the GEM Listing Rules. The Company will assess whether or not it is necessary to adjourn the General Meeting of the election to give Shareholders at least ten business days to consider the relevant information disclosed in the announcement or supplementary circular.
- 1.6 **Required information of the Proposed Director(s) nominated by Shareholders:**

The Notice of Nomination referred in paragraph 1.2(a) shall be accompanied by the following information of the Proposed Director(s):

- (a) full name and age;
- (b) positions held with the Company and/or its members;
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) length or proposed length of service with the Company;
- (e) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company, or an appropriate negative statement;
- (f) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement; and
- (g) a declaration made by the Proposed Director(s) in respect of the information required to be disclosed pursuant to Rule 17.50(2)(h) to (w) of the GEM Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that Proposed Director(s)'s standing for election as a Director that should be brought to Shareholders' attention.

Hong Kong, May 2012