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If you have sold or otherwise transferred all your Units in Flying Brands Limited (the **Company**), please send this document and the accompanying documents (including the voting forms) at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding in the Company, you should retain this document and the accompanying documents and consult the bank, stockbroker or agent through whom the sale was effected.

This circular and any accompanying documents should not be sent or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities law or regulations.

FLYING BRANDS LIMITED

(a company incorporated in Jersey with registration number 2044)

LETTER FROM THE CHAIRMAN

AND

NOTICES OF ANNUAL GENERAL MEETING AND GENERAL MEETING

This document should be read as a whole and in conjunction with the Flying Brands Holdings (UK) plc circular which accompanies this document.

A notice convening an annual general meeting of Flying Brands Limited to be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ at 11.00 a.m. on 15 June 2017 (the **AGM**) and a notice convening a general meeting of Flying Brands Limited to be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ at 11.15 a.m. on 15 June 2017 (the **General Meeting**) are set out at the end of this document.

Shareholders will find enclosed with this document forms of proxy for use in connection with each of the AGM and the General Meeting. To be valid at each of the AGM and the General Meeting, the relevant form of proxy must be signed and returned in accordance with the instructions printed thereon so as to be received by Share Registrars as soon as possible but in any event by not later than 11 a.m. and 11.15 a.m. respectively on 13 June 2017. Completion and posting of a form of proxy does not prevent a shareholder from attending and voting in person at either the AGM or the General Meeting.

FLYING BRANDS LIMITED
TIMETABLE OF EXPECTED EVENTS

Publication of this Circular	17 May 2017
Last time and date for receipt of Proxy Forms for the AGM	13 June 2017 at 11.00 a.m.
Last time and date for receipt of Proxy Forms for the General Meeting	13 June 2017 at 11.15 a.m.
AGM	15 June 2017 at 11.00 a.m.
General Meeting	15 June 2017 at 11.15 a.m.
Completion of the Acquisition, issue of Placing Shares, Consideration Shares and Consideration Shares and admission of the Ordinary Shares of Flying Brands Limited to trading on the Main Market of the London Stock Exchange	16 June 2017

LETTER FROM THE CHAIRMAN
FLYING BRANDS LIMITED

17 May 2017

Forum 4
Grenville Street
St Helier
Jersey
JE4 8TQ

Directors:

Trevor Brown (Chairman)
Dr Qu Li
Vinod Kaushal

Dear Shareholder

Adoption of new articles of association, “destapling” of Ordinary Shares from A ordinary shares in Flying Brands Holdings (UK) plc, issue of 18,333,334 Placing Shares, 8,000,000 Consideration Shares and 1,708,333 Commission Shares and approval of certain matters related to the Acquisition

Notice to Shareholders convening an Annual General Meeting and a General Meeting of the Company on 15 June 2017

1 INTRODUCTION

1.1 The Board is writing to inform shareholders of the proposed issue of:

1.1.1 18,333,334 ordinary shares of £0.01 each in the capital (the **Placing Shares**) of Flying Brands Limited (the **Company**) in connection with a proposed placing by Peterhouse Corporate Finance Limited (**Peterhouse**) as agent for the Company (the **Placing**);

1.1.2 8,000,000 ordinary shares of £0.01 each in the capital of the Company (the **Consideration Shares**) to the shareholders of Stone Checker Software Limited (the **Target**) in connection with the acquisition by the Company of the Target (the **Acquisition**); and

1.1.3 1,708,333 ordinary shares of £0.01 each in the capital of the Company (the **Commission Shares**) in respect of the commission due to Peterhouse in connection with the Placing.

1.2 Further details on the Acquisition, the Placing and the admission to trading on the Main Market of the London Stock Exchange of the Company’s entire enlarged issued share capital are contained in the Prospectus published by the Company today and which accompanies this circular.

- 1.3 As you will be aware, the Company's Ordinary Shares together with the A Ordinary Shares (**A Shares**) of Flying Brands (UK) Holdings plc (**FB UK**) are "stapled" together and the resulting Units are the securities which you hold and trade on the market.
- 1.4 This rather unusual Unit arrangement was put in place in 1996 as a result of then-prevailing taxation legislation to allow holders of the Units to elect whether to receive dividends on the A Shares (being shares in an onshore entity) or the Ordinary Shares of the Company (being shares in a Jersey entity). The taxation regime in relation to dividends and other distributions has changed since 1996 and it is no longer necessary to maintain the structure.
- 1.5 The Board of the Company, along with the board of FB UK, has therefore decided to simplify the current structure so that on readmission of the Company to the Main Market following the Acquisition, the only listed security will be the Company's ordinary shares (the **Restructuring**).
- 1.6 To achieve this, the Company is proposing to "de-staple" the A Shares from the Ordinary Shares. FB UK is also holding a general meeting immediately after the Company's General Meeting to pass a shareholders' resolution to, inter alia, make certain changes to its articles of association in order to de-staple the Ordinary Shares from the A Shares. As all shareholders of the Company are shareholders of FB UK you will have received, along with this document and prospectus, a circular for that company including a notice of general meeting.
- 1.7 Presuming that the resolution of the FB UK shareholders is passed and the relevant resolution of the Company is also passed, the A Shares will no longer be stapled to the Company's Ordinary Shares.
- 1.8 As well as simplifying the overall Flying Brands capital structure which will help to present a cleaner and more understandable structure for both current and prospective shareholders, there will be a saving for the Flying Brands group in respect of the costs of administration, audit and compliance in relation to FB UK which will longer be required to be paid on an on-going basis.
- 1.9 The existing Flying Brands Units are enabled in CREST with an ISIN of GB0003437059. The record date for the Restructuring will be close of business on 15 June 2017, being the date of the General Meeting. The ISIN for the de-stapled Ordinary Shares in the Company will be JE00BD4H0R42. CREST accounts will be credited with the Ordinary Shares in the Company on 16 June 2017. Existing certificates for the Flying Brands Units will cease to be valid following the General Meeting and new share certificates in respect of the Ordinary Shares in the Company will be posted to certificated shareholders by 30 June 2017 by first class post at the risk of the shareholder. The A Shares in FB UK will not be enabled in CREST and no certificates will be issued to shareholders in respect of these shares.

2 **AMENDMENTS TO ARTICLES OF ASSOCIATION**

- 2.1 In order to implement the Restructuring, the Board proposes to amend the current articles of association of the Company (the **Articles**) to remove any references to the

Flying Brands Units, the A Shares and FB UK, to remove references relating to UK statutes or UK law requirements and to reflect changes in the Companies (Jersey) Law 1991 (the **Companies Law**) (the **New Articles**).

2.2 A summary of the proposed changes to the Articles is as follows:

- 2.2.1 Article 2 (*interpretation*), Article 5.5 and Article 16 will be amended to delete references to Extraordinary Resolutions. These previously served to align the thresholds required to pass certain resolutions with UK law but, as a result of the destapling, this is no longer necessary.
- 2.2.2 Article 2 (*interpretation*) will also be amended to delete references to "the Statutes". This definition included the UK Companies Act 1985 and Companies Act 2006, which, as a result of the destapling, will no longer apply to the Company other than where directly referenced. References to "the Statutes" throughout the Articles have been amended to refer to the Companies Law.
- 2.2.3 Articles 4.1, 4.2, 5.1 and 5.3 will be amended to remove references to Articles of the Companies Law which have been repealed.
- 2.2.4 Article 5.2 will be amended such that the directors of the Company have authority to allot or dispose of shares in the Company as they may determine without having to satisfy themselves that the directors of FB UK will contemporaneously allot or dispose of the same number of A Shares to the same shareholder.
- 2.2.5 Article 5.6 will be amended to remove the qualification that the Company can only purchase its own shares if the equivalent number of A Shares are purchased by FB UK.
- 2.2.6 Article 7.4 will be deleted. This article provides that every share certificate in respect of an Ordinary Share comprised in a Flying Brands Unit shall only be issued in conjunction with a certificate issued by FB UK in respect of one A Share comprised in the Flying Brands Unit.
- 2.2.7 Article 9.4 (*forfeiture*) will be amended to remove the reference to Flying Brands Units.
- 2.2.8 Article 10.2 (*lien*) will be amended to remove the reference to Flying Brands Units.
- 2.2.9 Article 11.3(e) will be deleted. This article provides that the directors are only permitted to record the transfer of Ordinary Shares if there is produced to the Board evidence that an equivalent transfer of A Shares is taking place.
- 2.2.10 Article 14.1 (*stock*) will be amended to remove the reference to the A Shares being converted into stock if any Ordinary Shares comprised in a Flying Brands Unit are converted into stock.

- 2.2.11 Article 15.1 (*alterations to capital*) will be amended to remove the reference to equivalent actions being taken in relation to the A Shares comprised in the Flying Brands Units.
- 2.2.12 Article 15.6 (*reduction of share capital*) will be amended to remove the reference to equivalent actions being taken in relation to the A Shares comprised in the Flying Brands Units.
- 2.2.13 Article 16.1 (*modification of class rights*) will be amended to reduce the consent threshold for modification of the rights attached to any class of shares in the Company from three fourths in nominal value of the issued shares of the class to two thirds in order to bring the threshold in line with the Companies Law.
- 2.2.14 Articles 17 (*General Meetings*) and 18 (*Notice of General Meetings*) will be amended to remove references to Extraordinary General Meetings as this concept no longer exists under the Companies Law. Article 18.1 will be amended to reduce the number of days' notice required to be given for an annual general meeting or a general meeting at which is it proposed to pass a special resolution from 21 days to 14 days in order to reflect the position under the Companies Law. Article 18.2.2 will be amended to reduce the majority needed in order to agree to the calling of a meeting (other than an Annual General Meeting) on shorter notices than that specified in the Articles from 95% in nominal value of the shares giving right to attend and vote at the meeting to 90%, in order to bring the Article in line with the Companies Law.
- 2.2.15 Articles 20.2, 20.11 and 20.12 (*Votes of Members*) will be amended to reflect the Companies Law requirement that proxy forms should not be required to be received by the Company before the beginning of the period commencing 48 hours before a meeting.
- 2.2.16 Articles 35.2 to 35.9 will be deleted. These articles are in relation to the shareholders who hold Ordinary Shares comprised in a Flying Brands Unit electing whether dividends are declared on the Ordinary Share or the A Share comprised in the Flying Brands Unit.
- 2.2.17 Article 37.2 will be deleted. This article provides that any allotment of Ordinary Shares pursuant to a capitalisation of profits or reserves is only permitted if the equivalent allotment takes place in FB UK.
- 2.2.18 Article 40.1 (*untraced shareholders*) will be amended such that references to Flying Brands Units will be removed.
- 2.3 A comparison version showing the changes proposed to be made to the current Articles is available to view at www.flyingbrands.co.uk/publications.

3 ALLOTMENT OF ORDINARY SHARES

3.1 In order to allot shares in connection with the Acquisition and Placing, shareholder authority is required. Therefore, resolutions are being put to Shareholders to enable the Directors to:

3.1.1 allot the Placing Shares required pursuant to the Placing free from the pre-emption rights contained in the Articles;

3.1.2 allot the Consideration Shares required as consideration for the Acquisition; and

3.1.3 allot the Commission Shares required to satisfy the payment of commission to Peterhouse in connection with the Placing free from the pre-emption rights contained in the Articles,

(together, the **New Shares**). The allotment of the Consideration Shares will not require pre-emption rights to be waived as they are being allotted for non—cash consideration and as such, pursuant to article 4.7 of the Articles, the pre-emption right provisions in the Articles do not apply.

3.2 The Directors recommend that pre-emption rights in connection with the allotment of the Placing Shares be waived by the Shareholders. As required by article 4.15 of the Articles (which will also be contained in the New Articles without amendment):

3.2.1 the reasons for recommending the waiver of pre-emption rights in respect of the Placing Shares is the issue of the Placing Shares will raise new money for additional working capital following the acquisition of the Target;

3.2.2 the amount to be paid to the Company in respect of each of the Placing Shares is £0.03; and

3.2.3 the justification of the Directors for the amount to be paid to the Company per Placing Share is based on the Directors' commercial assessment.

3.3 The Directors recommend that pre-emption rights in connection with the allotment of the Commission Shares be waived by the Shareholders. As required by article 4.15 of the Articles (which will also be contained in the New Articles without amendment):

3.3.1 the reason for recommending the waiver of pre-emption rights in respect of the Commission Shares is that the Placing will raise new money for additional working capital and the allotment of the Commission Shares is ancillary to and necessary for the Placing to complete;

3.3.2 the amount to be paid to the Company in respect of each Commission Share is the waiver of the Company's liability to pay £0.03 of the amount of commission and fees payable to Peterhouse, being £51,250 in total; and

3.3.3 the justification of the Directors for the amount to be paid to the Company per Commission Share is based on the Directors' commercial assessment.

- 3.4 In addition, the Company's current memorandum of association provides that the Company's authorised share capital is £350,000 divided into 35,000,000 Ordinary Shares. Following the allotment of the New Shares, the Company's share capital will be £589,226.30 divided into 58,922,630 Ordinary Shares. Accordingly, a further resolution will be put to Shareholders to replace the relevant provision of the memorandum of association to provide for an increased authorised share capital of £800,000 divided into 80,000,000 Ordinary Shares (which will provide enough headroom to allot the New Shares and the shares making up the 30% headroom, rounded up to the nearest £50,000).

4 **SHAREHOLDER APPROVAL IN RESPECT OF ACQUISITION AND RELATED MATTERS**

Valuation

- 4.1 The Target is being acquired by the Company in exchange for the allotment of the Consideration Shares. There are 8,000,000 being issued as consideration to the shareholders of the Target and, at a placing price of £0.03 per share, the Company is paying the cash equivalent of £240,000 to acquire the Target. The Board did not obtain a formal independent valuation of the Target at the time that the number of Consideration Shares to be issued was agreed with the shareholders of the Target.

Related party transactions

- 4.2 The Target was introduced as a potential acquisition target to the Company by Trevor Brown when Feedback plc owned 50 per cent of the share capital of the Target. Trevor Brown is a director and shareholder of Feedback plc.
- 4.3 Feedback plc then sold its shareholding in the Target to Free Association Books Limited. At the time, Trevor Brown was also a director and shareholder of Free Association Books Limited.
- 4.4 Trevor Brown is a director of the Target and as such is interested in the Acquisition. As such, Trevor Brown has not taken part in any of the process of the Board in approving the Acquisition or the terms of the same.
- 4.5 Qu Li is a director and shareholder of Peterhouse, Free Association Books Limited is a shareholder of Peterhouse (a connected company of Trevor Brown) and Trevor Brown has previously been a director and shareholder of Peterhouse.

Shareholder approval

- 4.6 The Board is seeking Shareholder approval to the above matters, in particular with respect to the amount of consideration payable for the Target, the lack of formal valuation and the related party transactions (the **Acquisition Matters**).

5 **GENERAL MEETING BUSINESS**

- 5.1 The General Meeting has been convened for the purpose of seeking the approval of the shareholders of the Company to the following resolutions:

Resolution 1 - a special resolution to adopt the New Articles in substitution for the current Articles;

Resolution 2 – a special resolution to increase the authorised share capital of the Company by replacing paragraph 6 of the memorandum of association of the Company with the following:

“The share capital of the Company is £800,000 divided into 80,000,000 Ordinary Shares of £0.01 each”;

Resolution 3 – an ordinary resolution to authorise the directors to allot Ordinary Shares up to a maximum aggregate nominal amount of £280,416.67 (comprising the Placing Shares, the Consideration Shares, the Commission Shares) and additional headroom of £176,767.89;

Resolution 4 – subject to the passing of Resolution 3, a special resolution to authorise the directors to allot Ordinary Shares pursuant to the authority conferred in Resolution 3 as if the pre-emption rights in the Articles did not apply to such allotment; and

Resolution 5 – a special resolution to approve and ratify the Acquisition Matters, together, the **Resolutions**.

- 5.2 The Notice of General Meeting is set out at Part 2 of this letter. The General Meeting is convened for 11.15 a.m. on 15 June 2017 and will be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ.
- 5.3 Resolutions 1, 2, 4 and 5 are special resolutions and each requires a majority of 75% of the votes cast in order for to pass. Resolution 4 is conditional on the passing of Resolution 3.
- 5.4 Resolution 3 is an ordinary resolution and requires a majority of 50%+1 of the votes cast in order for it to pass.

Action to be taken

- 5.5 A Proxy Form for use at the General Meeting is enclosed with this letter. Whether or not shareholders intend to be present at the General Meeting in person they are requested to complete the attached Proxy Form and return for the attention of Share Registrars Limited either by post at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or by email at proxies@shareregistrars.uk.com by no later than 11.15 a.m. on 13 June 2017. The completion and return of a Proxy Form will not preclude Shareholders from attending the General Meeting and voting in person if they wish to do so.

Voting intentions

- 5.6 The Directors who hold shares have informed the Board that they intend to vote in favour of the Resolutions, representing 1.57 per cent. of the voting rights at the General Meeting.

6 RECOMMENDATION

The Directors consider the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

7 ANNUAL GENERAL MEETING

- 7.1 The AGM of the Company is to be held immediately prior to the General Meeting for administrative reasons.
- 7.2 The AGM has been convened for the purpose of seeking the approval of the shareholders of the Company to the following resolutions:

Ordinary business

- 7.2.1 to receive, approve and adopt the Company's audited financial statements, together with the reports of the directors and the auditor, for the year ended 31 December 2016;
- 7.2.2 to re-elect as a director of the Company Trevor Brown (who retires as a director in accordance with the Articles of Association of the Company) and who, being eligible, offers himself for re-election; and
- 7.2.3 to appoint Welbeck Associates as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company and to authorised the directors to fix their remuneration; and

Special business

- 7.2.4 that the Company be generally and unconditionally authorised pursuant to Article 57(2) of the Companies (Jersey) Law 1991 (as amended) to make one or more market purchases of its own shares, such purchases to be of ordinary shares of £0.01 each in the capital of the Company (Ordinary Shares) on the London Stock Exchange, provided that:
- (a) no purchase of Ordinary Shares may be effected without the affirmative prior sanction by a majority of not less than three fourths of the holders (as to nominal value) of the Company's issued convertible loan notes; and
 - (b) subject to paragraph (a) above:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 8,838,394.50 Ordinary Shares, being approximately 15% of the issued share capital of the Company immediately following Re-admission;
- (ii) the minimum price which may be paid for any such Ordinary Shares shall be £0.01 per Ordinary Share (exclusive of expenses);
- (iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased and (ii) the amount stipulated by the Regulatory Technical Standard adopted by the European Commission pursuant to Article 5(6) of the Markey Abuse Regulation (EU) No. 596/2014;
- (iv) unless otherwise varied renewed or revoked the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company; and
- (v) prior to expiry of the authority hereby conferred the Company may enter into a contract or contracts for the purchase of Ordinary Shares which may be executed in whole or part after such expiry and may purchase Ordinary Shares pursuant to such contract or contracts as if the authority hereby conferred had not so expired.

7.3 The Notice of AGM is set out at Part 1 of this letter. The AGM is convened for 11.00 a.m. on 15 June 2017 and will be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ.

Action to be taken

7.4 A Proxy Form for use at the AGM is enclosed with this letter. Whether or not shareholders intend to be present at the AGM in person they are requested to complete the attached Proxy Form and return for the attention of Share Registrars Limited either by post at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or by email at proxies@shareregistrars.uk.com by no later than 11.00 a.m. on 13 June 2017. The completion and return of a Proxy Form will not preclude Shareholders from attending the AGM and voting in person if they wish to do so.

Voting intentions

7.5 The Directors who hold shares have informed the Board that they intend to vote in favour of the Resolutions, representing 1.57 per cent. of the voting rights at the AGM.

8 RECOMMENDATION

The Directors consider the resolutions being proposed at the AGM to be in the best interests of the Company and its Shareholders as a whole. Accordingly the Directors unanimously recommend that Shareholders vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

**Trevor Brown
Chairman
Flying Brands Limited**

If you have any enquiries relating to this letter please contact Trevor Brown at flyingbrandslimited@gmail.com

Part 1

FLYING BRANDS LIMITED

(a company incorporated in Jersey with registration number 2044)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of the Company will be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ on 15 June 2017 at 11 a.m. to consider and, if thought fit, to pass the following resolutions, of which resolutions 1, 2 and 3 will be proposed as ordinary resolutions and resolution 4 as a special resolution:

Ordinary business

- 1 to receive, approve and adopt the company's audited financial statements, together with the reports of the directors and the auditor, for the year ended 31 December 2016;
- 2 to re-elect as a director of the Company Trevor Brown (who retires as a director in accordance with the Articles of Association of the Company) and who, being eligible, offers himself for re-election; and
- 3 to appoint Welbeck Associates as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company and to authorised the directors to fix their remuneration; and

Special business

- 4 that the Company be generally and unconditionally authorised pursuant to Article 57(2) of the Companies (Jersey) Law 1991 (as amended) to make one or more market purchases of its own shares, such purchases to be of ordinary shares of £0.01 each in the capital of the Company (Ordinary Shares) on the London Stock Exchange, provided that:
 - 4.1 no purchase of Ordinary Shares may be effected without the affirmative prior sanction by a majority of not less than three fourths of the holders (as to nominal value) of the Company's issued convertible loan notes; and
 - 4.2 subject to paragraph 4.1 above:
 - 4.2.1 the maximum number of Ordinary Shares hereby authorised to be purchased shall be 8,838,394.50 Ordinary Shares, being approximately 15% of the issued share capital of the Company immediately following Re-admission;
 - 4.2.2 the minimum price which may be paid for any such Ordinary Shares shall be £0.01 per Ordinary Share (exclusive of expenses);

- 4.2.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased and (ii) the amount stipulated by the Regulatory Technical Standard adopted by the European Commission pursuant to Article 5(6) of the Markey Abuse Regulation (EU) No. 596/2014 unless otherwise varied renewed or revoked the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company; and
- 4.2.4 prior to expiry of the authority hereby conferred the Company may enter into a contract or contracts for the purchase of Ordinary Shares which may be executed in whole or part after such expiry and may purchase Ordinary Shares pursuant to such contract or contracts as if the authority hereby conferred had not so expired.

BY ORDER OF THE BOARD

Trevor Brown

Dated: 17 May 2017

Notes

1. A member entitled to attend and vote at the above annual general meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. Such proxy need not be a member of the Company.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the annual general meeting in person, in which case any votes cast by the proxy will be excluded. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company Secretary at flyngbrandslimited@gmail.com.
3. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and sent to Share Registrars Limited either by post at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or by email at proxies@shareregistrars.uk.com so as to be received no later than 11.00 a.m. on 13 June 2017.
4. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a corporation, the Proxy Form must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. As at 17 May 2017 (being the last practicable date prior to publication of this Notice), the Company's issued ordinary share capital consists of 30,880,963 ordinary shares of £0.01 each. The Company does not hold any shares in treasury.
7. Therefore, the total voting rights of the Company as at 17 May 2017 are 30,880,963.

Part 2

FLYING BRANDS LIMITED

(a company incorporated in Jersey with registration number 2044)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ on 15 June 2017 at 11.15 a.m. to consider and, if thought fit, to pass the following resolutions of which resolutions 1, 2, 4 and 5 will be proposed as special resolutions and resolution 3 as an ordinary resolution.

Special resolutions

- 1 **THAT**, in accordance with Article 11(1) of the Companies (Jersey) Law 1991 (the **Companies Law**), the draft articles of association (which are available for inspection at the Company's registered office and at www.flyingbrands.co.uk/publications) be and are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (the **Articles**).
- 2 **THAT** the Company's authorised share capital be increased from £350,000 to £800,000 by replacing paragraph 6 of the memorandum of association of the Company with the following provision:

"The share capital of the Company is £800,000 divided into 80,000,000 Ordinary Shares of £0.01 each"

Ordinary resolution

- 3 **THAT**, in accordance with Article 4.1 of the Articles, the directors of the Company be generally and unconditionally authorised to allot, or grant rights to subscribe for or covert any security into, shares in the capital of the Company up to an aggregate nominal amount of £280,416.67 (comprising the Placing Shares, Consideration Shares and Commission Shares) and up to an aggregate nominal amount of £176,767.89 (comprising additional headroom of 30 per cent).

Special resolutions

- 4 **THAT** any pre-emption rights that would otherwise arise by virtue of Article 4.6 of the Articles or any other provision of the Articles or otherwise in relation to the allotment of ordinary shares or the grant of rights by the directors pursuant to the authority contained in Resolution 3 above are hereby disapplied, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in

pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

5 **THAT** the following matters be and are approved and/or ratified:

5.1 that the Company acquire Stone Checker Software Limited for cash-equivalent consideration of £240,000 by way of allotment of 8,000,000 Ordinary Shares in the capital of the Company to the shareholders of Stone Checker Software Limited;

5.2 that the directors of the Company have not obtained an independent valuation of Stone Checker Software Limited;

5.3 that:

5.3.1 Trevor Brown is a director and shareholder of Feedback plc, which previously owned 50 per cent of Stone Checker Software Limited;

5.3.2 Trevor Brown was a director and shareholder of Free Association Books Limited which owns 50 per cent of Stone Checker Software Limited;

5.3.3 Trevor Brown is a director of Stone Checker Software Limited;

5.3.4 Qu Li is a director and shareholder of Peterhouse Corporate Finance Limited;

5.3.5 Trevor Brown was a director and indirect shareholder of Peterhouse Corporate Finance Limited; and

5.3.6 Free Association Books Limited was a shareholder of Peterhouse Corporate Finance Limited,

and as such there are related party transactions in respect of the Acquisition and the Placing.

BY ORDER OF THE BOARD

Trevor Brown

Dated: 17 May 2017

Notes

1. A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. Such proxy need not be a member of the Company.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company Secretary (details below).
3. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and sent to Share Registrars Limited either by post at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or by email at proxies@shareregistrars.uk.com so as to be received no later than 11.15 a.m. on 13 June 2017.
4. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a corporation, the Proxy Form must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. As at 17 May 2017 (being the last practicable date prior to publication of this Notice), the Company's issued ordinary share capital consists of 30,880,963 ordinary shares of £0.01 each. The Company does not hold any shares in treasury.
7. Therefore, the total voting rights of the Company as at 17 May 2017 are 30,880,963.

FLYING BRANDS LIMITED

(a company incorporated in Jersey with registration number 2044)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We.....of.....

..... being (a) member(s) of Flying Brands Limited (the **Company**) hereby appoint the

chairman of the meeting OR.....full name of proxy, in block capitals

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ at 11.00 a.m. on 15 June 2017 (the **AGM**) and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

	FOR	AGAINST	WITHHELD
Ordinary Resolutions			
1. To receive, approve and adopt the company's audited financial statements, together with the reports of the directors and the auditor, for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as a director of the Company Trevor Brown (who retires as a director in accordance with the Articles of Association of the Company) and who, being eligible, offers himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To appoint Welbeck Associates as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company and to authorised the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
4. That the Company be generally and unconditionally authorised pursuant to Article 57(2) of the Companies (Jersey) Law 1991 (as amended) to make one or more market purchases of its own shares, such purchases to be of ordinary shares of £0.01 each in the capital of the Company (Ordinary Shares) on the London Stock Exchange, provided that:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 no purchase of Ordinary Shares may be effected without the affirmative prior sanction by a majority of not less than three fourths of the holders (as to nominal value) of the Company's issued convertible loan notes; and			
4.2 subject to paragraph 4.1 above:			
4.2.1 the maximum number of Ordinary Shares hereby authorised to be purchased shall be 8,838,394.50 Ordinary Shares, being approximately 15% of the issued share capital of the Company immediately following Re-admission;			
4.2.2 the minimum price which may be paid for any such Ordinary Shares shall be £0.01 per Ordinary Share (exclusive of expenses);			
4.2.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased and (ii) the amount stipulated by the Regulatory Technical Standard adopted by the European Commission pursuant to Article 5(6) of the			

Markey Abuse Regulation (EU) No. 596/2014;

4.2.4 unless otherwise varied renewed or revoked the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company; and

4.2.5 prior to expiry of the authority hereby conferred the Company may enter into a contract or contracts for the purchase of Ordinary Shares which may be executed in whole or part after such expiry and may purchase Ordinary Shares pursuant to such contract or contracts as if the authority hereby conferred had not so expired.

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

If you would like to attend and vote at the AGM it would be helpful if you would tick the box below.

I will be attending the AGM.

Names of joint holders (if any)

Dated 2017

Signature

Notes

1. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
 - (b) on any business or resolution considered at the meeting other than resolutions referred to above.
2. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words "chairman of the meeting" and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.
3. In the case of a corporation, this form must be signed under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual, the proxy must be signed by the appointer or his agent, duly authorised in writing.
4. This form of proxy has been sent to you by post. It may be returned by either of the following methods: in hard copy form by post, courier or by hand to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or in electronic form by email to Share Registrars Limited at proxies@shareregistrars.uk.com to arrive not later than 11.00 a.m. on 13 June 2017 together with the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority.
5. In the case of joint holders, only one need sign this form, but the name of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
6. Completion and return of the form of proxy will not preclude a member from attending and voting at the AGM or at any adjournment thereof if he so wishes. In the event that a member who has lodged a form of proxy attends the AGM, his form of proxy will be deemed to have been revoked.

FLYING BRANDS LIMITED

(a company incorporated in Jersey with registration number 2044)

PROXY FORM FOR GENERAL MEETING

I/We.....of.....

..... being (a) member(s) of Flying Brands Limited (the **Company**) hereby appoint the

chairman of the meeting OR.....full name of proxy, in block capitals

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at Anglo Saxon Trust Limited, Forum 4, Grenville Street, St Helier, Jersey JE4 8TQ at 11.15 a.m. on 15 June 2017 (the **General Meeting**) and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

FOR AGAINST WITHHELD

Special Resolutions

1. **THAT**, in accordance with Article 11(1) of the Companies (Jersey) Law 1991 (the Companies Law), the draft articles of association (which are available for inspection at the Company's registered office and at www.flyingbrands.co.uk/publications) be and are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (the **Articles**).

2. **THAT** the Company's authorised share capital be increased from £350,000 to £800,000 by replacing paragraph 6 of the memorandum of association of the Company with the following provision:

"The share capital of the Company is £800,000 divided into 80,000,000 Ordinary Shares of £0.01 each"

Ordinary Resolution

3. **THAT**, in accordance with Article 4.1 of the Articles, the directors of the Company be generally and unconditionally authorised to allot, or grant rights to subscribe for or covert any security into, shares in the capital of the Company up to an aggregate nominal amount of £280,416.67 (comprising the Placing Shares, Consideration Shares and Commission Shares) and up to an aggregate nominal amount of £176,767.89 (comprising additional headroom).

Special resolutions

4. **THAT** any pre-emption rights that would otherwise arise by virtue of Article 4.6 of the Articles or any other provision of the Articles or otherwise in relation to the allotment of ordinary shares or the grant of rights by the directors pursuant to the authority contained in Resolution 3 above are hereby disapplied, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

5. **THAT** the following matters be and are approved and/or ratified:

5.1 that the Company acquire Stone Checker Software Limited for cash-equivalent consideration of £240,000 by way of allotment of 8,000,000 Ordinary Shares in the capital of the Company to the shareholders of Stone Checker Software Limited;

5.2 that the directors of the Company have not obtained an independent valuation of Stone Checker Software Limited;

5.3 that:

5.3.1 Trevor Brown is a director and shareholder of Feedback plc, which previously owned 50 per cent of Stone Checker Software Limited;

5.3.2 Trevor Brown was a director and shareholder of Free Association Books Limited which owns 50 per cent of Stone Checker Software Limited;

5.3.3 Trevor Brown is a director of Stone Checker Software Limited;

5.3.4 Qu Li is a director and shareholder of Peterhouse Corporate Finance Limited;

5.3.5 Trevor Brown was a director and indirect shareholder of Peterhouse Corporate Finance Limited; and

5.3.6 Free Association Books Limited was a shareholder of Peterhouse Corporate Finance Limited,

and as such there are related party transactions in respect of the Acquisition and the Placing.

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

If you would like to attend and vote at the General Meeting it would be helpful if you would tick the box below.

I will be attending the General Meeting.

Names of joint holders (if any)

Dated 2017

Signature

Notes

1. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
 - (b) on any business or resolution considered at the meeting other than resolutions referred to above.
2. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words "chairman of the meeting" and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.
3. In the case of a corporation, this form must be signed under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual, the proxy must be signed by the appointer or his agent, duly authorised in writing.
4. This form of proxy has been sent to you by post. It may be returned by either of the following methods: in hard copy form by post, courier or by hand to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or in electronic form by email to Share Registrars Limited at proxies@shareregistrars.uk.com to arrive not later than 11.15 a.m. on 13 June 2017 together with the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority.
5. In the case of joint holders, only one need sign this form, but the name of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
6. Completion and return of the form of proxy will not preclude a member from attending and voting at the General Meeting or at any adjournment thereof if he so wishes. In the event that a member who has lodged a form of proxy attends the General Meeting, his form of proxy will be deemed to have been revoked.

