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FREEMAN FINTECH CORPORATION LIMITED

民眾金融科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 9 NOVEMBER 2018;**
- (2) SHARE CONSOLIDATION BECOMING EFFECTIVE
ON 12 NOVEMBER 2018;**
- (3) ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE
COMPANY; AND**
- (4) CHANGE IN BOARD LOT SIZE**

Reference is made to the circular of Freeman FinTech Corporation Limited (the “**Company**”) dated 19 October 2018 (the “**Circular**”). Unless otherwise defined, terms defined in the Circular shall have the same meanings when used in this announcement.

POLL RESULTS OF THE EGM

The Board announces that the proposed ordinary resolution to approve the Share Consolidation as set out in the notice of EGM (the “**Notice**”) was duly passed by the Shareholders by way of poll at the EGM held on 9 November 2018. Details of the proposed ordinary resolution were set out in the Notice and the poll results for the ordinary resolution are as follows:

Resolution		Number of votes cast (approximate % of votes cast)	
		For	Against
1.	To approve, amongst other things, the Share Consolidation (as defined in the Notice)	2,101,026,949 (64.87%)	1,137,997,340 (35.13%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			

As at the date of the EGM, the total number of Shares in issue was 15,681,761,881 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the above resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting at the EGM.

The branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

SHARE CONSOLIDATION

All conditions precedent of the Share Consolidation have been fulfilled as at 9 November 2018. Pursuant to the expected timetable set out in the Circular, the Share Consolidation will take effect on 12 November 2018, being the first trading day of the Stock Exchange immediately following the passing of the ordinary resolution. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to green.

Approval has been granted by the Listing Committee for the listing of, and permission to deal in, the Consolidated Shares.

Dealings in the Consolidated Shares on the Stock Exchange are expected to commence at 9:00 a.m. on 12 November 2018.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

Share Options

Upon the Share Consolidation becoming effective, adjustments will be made to the exercise prices and the number of shares of the Company falling to be issued in respect of the outstanding share options (the “**Share Option(s)**”) in accordance with the terms and conditions of the share option scheme adopted by the Company on 31 August 2012, Rule 17.03(13) of the Listing Rules and the supplementary guidance dated 5 September 2005 issued by the Stock Exchange. The adjustments to the exercise prices of the Share Options and the number of the Consolidated Shares falling to be issued upon exercise of the outstanding Share Options are as follows and will become effective from 12 November 2018, being the date on which the Share Consolidation becomes effective:

Date of grant	Exercise period	Before the Share Consolidation	After the Share Consolidation		
		Number of Share Options outstanding	Exercise price per Share Option (HK\$)	Adjusted number of Share Options outstanding	Adjusted exercise price per Share Option (HK\$)
23 April 2015	From 23 April 2015 to 22 April 2025	688,275,820	0.490	68,827,582	4.90
6 August 2018	From 6 August 2018 to 5 August 2028	1,266,815,134	0.102	126,681,513	1.02
		1,955,090,954		195,509,095	

Convertible Bonds

As at the date of this announcement, the Company has outstanding (i) convertible bonds issued by the Company in the principal amounts of HK\$429,197,000 and US\$99,000,000 respectively, which are convertible into 2,826,816,471 Shares in aggregate; and (ii) convertible notes issued by the Company in the principal amount of HK\$185,847,419, which are convertible into 2,111,902,494 Shares.

Further, as set out in the Company's announcements dated 28 September 2018 and 18 October 2018, the Company has respectively conditionally agreed to (i) amend the conversion price of the convertible bonds in the outstanding principal amount of HK\$429,197,000 from HK\$0.425 per Share to HK\$0.065 per Share; and (ii) amend the conversion price of the convertible bonds in the outstanding principal amount of US\$99,000,000 from HK\$0.425 per Share to HK\$0.065 per Share (together the "**Amendment of Conditions**").

Upon the Share Consolidation becoming effective and in accordance with the terms and conditions of the convertible bonds and the convertible notes without taking into account the Amendment of Conditions, the conversion prices of the outstanding convertible bonds and convertible notes and the number of Shares to be allotted and issued upon exercise of all the conversion rights attaching to the outstanding convertible bonds and convertible notes will be adjusted in the following manner:

Principal amount of convertible bonds and/or convertible notes outstanding as at the date hereof	Before the Share Consolidation		After the Share Consolidation	
	Conversion price per Share (HK\$)	Number of Shares to be issued upon conversion of the convertible bonds and/or convertible notes	Adjusted conversion price per Consolidated Share (HK\$)	Number of Consolidated Shares to be issued upon conversion of the convertible bonds and/or convertible notes
HK\$429,197,000	0.425	1,009,875,294	4.25	100,987,529
US\$99,000,000 (note)	0.425	1,816,941,177	4.25	181,694,117
HK\$185,847,419	0.088	2,111,902,494	0.88	211,190,249
		4,938,718,965		493,871,895
		4,938,718,965		493,871,895

Note: Based on the fixed exchange rate of US\$1:HK\$7.8

The above adjustments have been certified by the auditor of the Company.

Save as disclosed above, the Company has no other outstanding convertible securities, share options or warrants in issue which confer any right to subscribe for, convert or exchange into, any existing Shares or Consolidated Shares as at the date of this announcement.

CHANGE IN BOARD LOT SIZE

Upon the Share Consolidation becoming effective, the Change in Board Lot Size will also become effective. The board lot size for trading in the Shares on the Stock Exchange will be changed from 20,000 Shares to 6,000 Consolidated Shares.

By Order of the Board
Freeman FinTech Corporation Limited
Ye Ye
Chairman

Hong Kong, 9 November 2018

As at the date of this announcement, the Board comprises the following Directors:–

Executive Directors:

Mr. Ye Ye (*Chairman*)
Mr. Yang Haoying (*Chief Executive Officer*)
Mr. Pun Hong Hai (*Chief Operating Officer*)
Ms. Chow Mun Yee
Mr. Zhao Tong

Independent Non-executive Directors:

Mr. An Dong
Mr. Cheung Wing Ping
Mr. Fung Tze Wa
Mr. Wu Keli