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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)

FURTHER PROPOSED AMENDMENTS OF THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS

Reference is made to the announcement of the Company dated 24 August 2017 in relation to the issue of the Convertible Bonds (the “**Announcement A**”) and the announcement of the Company dated 28 September 2018 in relation to the proposed amendments of the terms and conditions of the Convertible Bonds (the “**Announcement B**”). Capitalised terms used herein shall have the same meanings as defined in the **Announcement B** unless otherwise specified.

SECOND SUPPLEMENTAL DEED

On 9 November 2018 (after trading hours), the Company entered into a second supplemental deed (the “**Second Supplemental Deed**”) pursuant to which the Company agreed to further amend certain terms and conditions of the Convertible Bonds as follows:–

	Original condition	Proposed amendments of conditions as contemplated under the Second Supplemental Deed
Transferability of the Convertible Bonds:	The Convertible Bonds shall not be transferred to any third party without the prior written consent of the Company.	<p>The Convertible Bonds are freely transferable to any third party (provided that such transfer shall be in compliance of the Listing Rules and relevant laws and regulations).</p> <p>Any transfer of the Convertible Bonds to a connected person (as defined in the Listing Rules) of the Company or its associate(s) (as defined in the Listing Rules) shall be subject to the written consent of the Company and in full compliance with the Listing Rules.</p>

Save as disclosed above, the principal terms of the Convertible Bonds as disclosed in the Announcement A remain unchanged and are still in full force and effect, and all other information as disclosed in the Announcement B remain unchanged.

REASONS FOR ENTERING INTO THE SECOND SUPPLEMENTAL DEED

The entering into of the Second Supplemental Deed will enable the Company to ensure compliance with the requirements under Chapter 14A of the Listing Rules in the event the Convertible Bonds Holder(s) intend(s) to transfer the Convertible Bonds to a connected person (as defined in the Listing Rules) of the Company or its associate(s) (as defined in the Listing Rules).

The Board considers that the terms and conditions of the Second Supplemental Deed, which were arrived at after arm's length negotiations between the Company and the Subscriber, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

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