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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Freeman FinTech Corporation Limited (the “**Company**”) will be held at Hoi Yat Heen Salon V – VI, 3/F., Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong (MTR Quarry Bay Station, Exit C) on Thursday, 13 December 2018 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the supplemental deed dated 28 September 2018 (the “**Supplemental Deed**”) and the second supplemental deed dated 9 November 2018 (the “**Second Supplemental Deed**”, together with the Supplemental Deed are collectively referred to as the “**Supplemental Deeds**”) entered into between the Company and Cheery Plus Limited in relation to the amendment of certain terms and conditions (the “**Amendment of Conditions A**”) of the convertible bonds issued by the Company in an outstanding principal amount of HK\$429,197,000 (the “**Convertible Bonds A**”) (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder, including the Amendment of Conditions A, be and are hereby approved, ratified and confirmed;

- (ii) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) having approved the Amendment of Conditions A, and the Listing Committee of the Stock Exchange granting approval for the listing of, and the permission to deal in, the Conversion Shares A (as defined below) on the Stock Exchange, the Board be and is hereby granted a specific mandate for the allotment and issue of the ordinary share(s) of HK\$0.01 each in the share capital of the Company upon exercise of the conversion rights under the Convertible Bonds A (as amended by the Supplemental Deeds) (the “**Conversion Shares A**”); and
- (iii) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Supplemental Deeds, including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.”

2. “**THAT:**

- (i) the supplemental instrument (the “**Supplemental Instrument**”) and the revised supplemental instrument (the “**Revised Supplemental Instrument**”, together with the Supplemental Instrument are collectively referred to as the “**Supplemental Instruments**”) to be entered into between the Company and China Huarong Macau (HK) Investment Holdings Limited (中國華融澳門(香港)投資控股有限公司) in relation to the amendment of certain terms and conditions (the “**Amendment of Conditions B**”) of the convertible bonds issued by the Company in an outstanding principal amount of US\$99,000,000 (the “**Convertible Bonds B**”) (a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) be and is hereby approved, ratified and confirmed, and all the transactions contemplated thereunder, including the Amendment of Conditions B, be and are hereby approved, ratified and confirmed;
- (ii) subject to the Stock Exchange having approved the Amendment of Conditions B, and the Listing Committee of the Stock Exchange granting approval for the listing of, and the permission to deal in, the Conversion Shares B (as defined below) on the Stock Exchange, the Board be and is hereby granted a specific mandate for the allotment and issue of the ordinary share(s) of HK\$0.01 each in the share capital of the Company upon exercise of the conversion rights under the Convertible Bonds B (as amended by the Supplemental Instruments), (the “**Conversion Shares B**”); and

- (iii) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Supplemental Instruments, including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.”

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

Hong Kong, 27 November 2018

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 4:00 p.m. on Tuesday, 11 December 2018 or not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

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