
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Freeman Financial Corporation Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FREEMAN FINANCIAL CORPORATION LIMITED

民眾金服控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Freeman Financial Corporation Limited (the “Company”) to be held at Java II-III, 2/F., Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong (MTR Quarry Bay Station, Exit C) (on Tuesday, 13 September 2016 at 4:00 p.m. is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish.

Hong Kong, 22 August, 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:–

“Board”	the board of Directors
“Change of Company Name”	the proposed change of English name of the Company from “Freeman Financial Corporation Limited” to “Freeman FinTech Corporation Limited” and the change of the dual foreign name of the Company from “民眾金服控股有限公司” to “民眾金融科技控股有限公司”
“Company”	Freeman Financial Corporation Limited (Stock Code: 279), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Java II-III, 2/F., Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong (MTR Quarry Bay Station, Exit C) on Tuesday, 13 September 2016 at 4:00 p.m. for the purpose of considering, and if thought fit, approving the Change of Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JV Securities Company”	a full-licensed joint venture securities company set up in Shanghai Pilot Free Trade Zone under the framework of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong (more details are set out in the JV Announcements)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued share capital of Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



FREEMAN FINANCIAL CORPORATION LIMITED

民眾金服控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

Executive Directors:

Mr. Lo Kan Sun (*Chief Operating Officer*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Ms. Chow Mun Yee

Registered office:

Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Non-executive Director:

Mr. Zhang Yongdong (*Chairman*)

*Principal Place of Business
in Hong Kong:*

Independent Non-executive Directors:

Mr. Cheung Wing Ping
Mr. Hung Cho Sing
Dr. Agustin V. Que

Room 2302, 23rd Floor
China United Centre
28 Marble Road
North Point, Hong Kong

22 August 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 9 August 2016 in relation to the Change of Company Name.

The purpose of this circular is to provide you with information relating to the Change of Company Name and to give you notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes that the English name of the Company be changed from “Freeman Financial Corporation Limited” to “Freeman FinTech Corporation Limited” and the dual foreign name of the Company be changed from “民眾金服控股有限公司” to “民眾金融科技控股有限公司”.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders to approve the Change of Company Name at an EGM; and
- (2) the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new names on the Register of Companies maintained by the Registrar of Companies of the Cayman Islands. The Registrar of Companies of the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

Reference is made to the Company’s announcements dated 12 November 2015, 2 December 2015, 3 December 2015, 16 March 2016, 31 March 2016 and 1 April 2016 (the “JV Announcements”) in relation to the investment in the JV Securities Company.

As previously disclosed in the JV Announcements, the Group has paid RMB525 million for 525 million shares of the JV Securities Company, representing 15% of the share capital of the JV Securities Company. The approval of the formation of the JV Securities Company by the China Securities Regulatory Commission and the Ministry of Commerce of the PRC in March 2016 has offered a golden opportunity for the Company to embark on a new milestone in the business development in financial services industry. With this joint venture investment, the Group has been offered a first-starter advantage to access to the huge and fast-growing financial markets in China which enabled the Group to engage in a full spectrum of securities and financial business in China.

The Board believes the Change of Company Name will better reflect a new corporate identity with future focus of the Company’s investments (including but not limited to the investment in the JV Securities Company), especially in China.

The Board is of the view that the Change of Company Name is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of holders of the securities of the Company.

The existing certificates of securities in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Should the Change of Company Name become effective, any new certificates of securities of the Company will be issued in the new English name and new dual foreign name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

EGM

The EGM will be held by the Company on Tuesday, 13 September 2016 at 4:00 p.m. at Java II-III, 2/F., Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong (MTR Quarry Bay Station, Exit C) for the Shareholders to consider, and if thought fit, passing the special resolution to approve the Change of Company Name.

The notice of EGM is set out on pages 6 to 7 of this circular.

A proxy form for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM shall be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the special resolution approving the Change of Company Name at the EGM.

Yours faithfully

By order of the Board

FREEMAN FINANCIAL CORPORATION LIMITED

Lo Kan Sun

Chief Operating Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



FREEMAN FINANCIAL CORPORATION LIMITED **民眾金服控股有限公司**

(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 Financial Corporation Limited (the “Company”) will be held at Java II-III, 2/F., Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong (MTR Quarry Bay Station, Exit C) on Tuesday, 13 September, 2016 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. “THAT: –

- (a) subject to approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Freeman Financial Corporation Limited” to “Freeman FinTech Corporation Limited” and the dual foreign name of the Company be changed from “民眾金服控股有限公司” to “民眾金融科技控股有限公司” (“Change of Company Name”);
- (b) subject to and upon the new names being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands, the memorandum and articles of association of the Company be amended by replacing all references to “Freeman Financial Corporation Limited” or “Freeman Financial Corporation Limited 民眾金服控股有限公司” with “Freeman FinTech Corporation Limited 民眾金融科技控股有限公司” to reflect the Change of Company Name and the Cayman Islands registered office be and is hereby authorised to submit the requisite filings with the Registrar of Companies in the Cayman Islands on or after the aforesaid amendments become effective; and
- (c) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient in relation to the Change of Company Name and the amendments described in sub-paragraph (b) above.”

By order of the Board
Freeman Financial Corporation Limited
Lo Kan Sun
Chief Operating Officer

Hong Kong, 22 August 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered Office:

Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business

in Hong Kong:
Room 2302, 23rd Floor
China United Centre
28 Marble Road
North Point, Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorized 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 in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time 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 notice, the Board comprises the following Directors:–

Executive Directors:

Mr. Lo Kan Sun (*Chief Operating Officer*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Ms. Chow Mun Yee

Non-executive Director:

Mr. Zhang Yongdong (*Chairman*)

Independent Non-executive Directors:

Mr. Cheung Wing Ping
Mr. Hung Cho Sing
Dr. Agustin V. Que