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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 FinTech 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 FINTECH CORPORATION LIMITED**

**民眾金融科技控股有限公司**

*(formerly known as 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)**

**(1) MAJOR TRANSACTION – DISPOSAL OF THE ENTIRE  
ISSUED SHARE CAPITAL IN SMART JUMP CORPORATION;**

**AND**

**(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (the “EGM”) of Freeman FinTech 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, 22 November 2016 at 4:00 p.m. is set out on pages 26 to 28 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, 4 November 2016

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## CONTENTS

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	<i>Pages</i>
<b>Definition</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I – Financial Information of the Group</b> .....	16
<b>Appendix II – General Information</b> .....	18
<b>Notice of the EGM</b> .....	26

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## DEFINITION

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

“Board”	the board of Directors
“Business Day(s)”	a day on which banks in Hong Kong are open for business other than (i) a Saturday or (ii) a “general holiday” as defined in Section 2 of the General Holidays Ordinance Cap. 149, or one of the days specified from time to time in the schedule to that Ordinance as being “general holidays” under Section 3 thereof or (iii) a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon
“Company”	Freeman FinTech Corporation Limited (Stock Code: 279), formerly known as Freeman Financial Corporation Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Disposal pursuant to the Sale and Purchase Agreement
“connected persons(s)”	shall have the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Disposal”	the sale and purchase of the Sale Share pursuant to the Sale and Purchase Agreement
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transaction contemplated thereunder
“Enerchina”	Enerchina Holdings Limited (Stock Code: 622), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange

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## DEFINITION

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“Enerchina SGM”	the special general meeting to be convened by Enerchina for its shareholders to approve the entering into of the Sale and Purchase Agreement by the Purchaser and performance of the transactions contemplated thereunder
“FFIC” or “Vendor”	Freeman Financial Investment Corporation, the legal and beneficial owner of the Sale Share and a direct wholly-owned subsidiary of the Company incorporated in the Cayman Islands with limited liability
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	the last day of four calendar months from the date of the Sale and Purchase Agreement or such other date as shall be agreed by the parties to the Sale and Purchase Agreement in writing
“Promissory Notes”	collectively referring to Promissory Note A, Promissory Note B and Promissory Note C
“Promissory Note A”	a 6-month promissory note with principal amount of HK\$400 million bearing interest at 5% per annum to be executed and issued by the Purchaser in favour of FFIC or its nominee within 5 Business Days upon Completion
“Promissory Note B”	a 12-month promissory note with principal amount of HK\$400 million bearing interest at 5% per annum to be executed and issued by the Purchaser in favour of FFIC or its nominee within 5 Business Days upon Completion
“Promissory Note C”	a 18-month promissory note with principal amount of HK\$400 million bearing interest at 5% per annum to be executed and issued by the Purchaser in favour of FFIC or its nominee within 5 Business Days upon Completion

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## DEFINITION

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“Purchaser” or “Win Wind Capital”	Win Wind Capital Limited, being the purchaser to the Sale Share pursuant to the Sale and Purchase Agreement, which is a non-wholly-owned subsidiary of Enerchina incorporated in the British Virgin Islands with limited liability
“Sale and Purchase Agreement”	a sale and purchase agreement dated 15 August 2016 entered into between FFIC and the Purchaser in relation to the Disposal
“Sale Share”	one ordinary share with no par value issued by Smart Jump representing the entire issued share capital of Smart Jump
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued share capital of the Company
“Smart Jump”	Smart Jump Corporation, an investment holding company of Smart Jump Group and is a wholly-owned subsidiary of the Company incorporated in the Republic of Marshall Islands with limited liability
“Smart Jump (BVI)”	Smart Jump Corporation, a wholly-owned subsidiary of Smart Jump incorporated in the British Virgin Islands with limited liability
“Smart Jump Group”	Smart Jump and its subsidiaries
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### **FREEMAN FINTECH CORPORATION LIMITED**

### **民眾金融科技控股有限公司**

*(formerly known as 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  
Mr. Yang Haoying  
Mr. Wang Xiaodong  
Mr. Zhao Tong

*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*  
38th Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

*Independent Non-executive Directors:*

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

4 November 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) MAJOR TRANSACTION – DISPOSAL OF THE ENTIRE  
ISSUED SHARE CAPITAL IN SMART JUMP CORPORATION;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

On 15 August 2016 (after trading hours), Freeman Financial Investment Corporation (“FFIC” or “Vendor”, a direct wholly-owned subsidiary of the Company) and the Purchaser (a non-wholly-owned subsidiary of Enerchina) entered into the Sale and Purchase Agreement, pursuant to which FFIC has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase, or procure its designated wholly-owned subsidiary to purchase, the Sale Share at a total consideration of HK\$1,295 million.

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## LETTER FROM THE BOARD

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Upon Completion, Smart Jump Group will cease to be subsidiaries of the Company.

The purpose of this circular is to provide you with information in relation to, among other things, (i) details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) the financial information of the Group; and (iii) a notice convening the EGM at which ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

### **SALE AND PURCHASE AGREEMENT**

Set out below are the principal terms of the Sale and Purchase Agreement:

**Date:**

15 August 2016 (after trading hours)

**Parties:**

- (1) FFIC as Vendor; and
- (2) the Purchaser.

**Assets to be disposed of**

Upon Completion, the Company will transfer one issued ordinary share in Smart Jump, representing its entire issued share capital, to the Purchaser.

Smart Jump Group held a portfolio of listed securities in Hong Kong with carrying value as at 31 March 2016 of approximately HK\$916.4 million. As at 31 March 2016, the unaudited consolidated net asset value of Smart Jump Group amounted to approximately HK\$851.7 million.

**Sale Price**

The total consideration for the Sale Share shall be HK\$1,295 million which was determined after arm's length negotiation between the parties with reference to (i) the performance in past years of Smart Jump Group; and (ii) the prospects and potentials of the business of Smart Jump Group.

The total consideration for the Sale Share represents a price-to-earnings (P/E) ratio of approximately 4.18 times based on the three-year average net profit of approximately HK\$309.7 million of Smart Jump Group for the years ended 31 March 2014, 2015 and 2016 and a price-to-book value (P/B) ratio of approximately 1.52 times based on the unaudited net asset value of Smart Jump Group of approximately HK\$851.7 million as at 31 March 2016. As at the date of signing the Sale and Purchase Agreement (i.e. 15 August 2016), Smart Jump Group held a portfolio of listed investments with carrying value of approximately HK\$888.9 million.

Continuous net profits resulted by Smart Jump Group for the three years from 2014 to 2016, using the P/E ratio for assessing prospect trends and potential growth in profitability performance of Smart Jump Group.

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## LETTER FROM THE BOARD

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### Consideration

Pursuant to the Sale and Purchase Agreement, the consideration for the Sale Share shall be HK\$1,295 million, which shall be satisfied by the Purchaser to FFIC (or its nominee) in the following manner:

- (a) HK\$95 million, as deposit (which is not refundable except under the circumstances described under “Conditions Precedent” below), shall be satisfied by the Purchaser by issuing a non-interest bearing promissory note with maturity of five (5) Business Days after Enerchina SGM or three (3) months from the date of issue, whichever is earlier upon signing of the Sale and Purchase Agreement (whereas the Vendor may assign, transfer, endorse or in any other way alienate any of its right under such non-interest bearing promissory note whether in whole or in part);
- (b) the balance of HK\$1,200 million to be satisfied by the Promissory Notes within 5 Business Days upon Completion.

### The Promissory Notes

	Promissory Note A	Promissory Note B	Promissory Note C
Issuer:	The Purchaser	The Purchaser	The Purchaser
Principal amount:	HK\$400 million	HK\$400 million	HK\$400 million
Interest:	5% per annum	5% per annum	5% per annum
Maturity date:	6 calendar months after the date of issue	12 calendar months after the date of issue	18 calendar months after the date of issue
Repayment:	The full amount of the Promissory Note A shall be due and repayable on the maturity date plus accrued interest on the principal calculated at the simple interest rate of 5% per annum for the period from the date of the Promissory Note A to the maturity date or the date of full repayment of the principal (whichever is later) to the noteholders of the Promissory Note A	The full amount of the Promissory Note B shall be due and repayable on the maturity date plus accrued interest on the principal calculated at the simple interest rate of 5% per annum for the period from the date of the Promissory Note B to the maturity date or the date of full repayment of the principal (whichever is later) to the noteholders of the Promissory Note B	The full amount of the Promissory Note C shall be due and repayable on the maturity date plus accrued interest on the principal calculated at the simple interest rate of 5% per annum for the period from the date of the Promissory Note C to the maturity date or the date of full repayment of the principal (whichever is later) to the noteholders of the Promissory Note C



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## LETTER FROM THE BOARD

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	<b>Promissory Note A</b>	<b>Promissory Note B</b>	<b>Promissory Note C</b>
Early Repayment:	The Purchaser may redeem all or part of the Promissory Note A at any time seven Business Days prior to the maturity day at 100% of the face value of the Promissory Note A together with all interest accrued on the principal provided that any early and full redemption of the outstanding principal of Promissory Note A on or earlier than one month before the maturity day, any outstanding accrued interest on the amount of principal so early redeemed shall be cancelled and void ab initio absolutely	The Purchaser may redeem all or part of the Promissory Note B at any time seven Business Days prior to the maturity day at 100% of the face value of the Promissory Note B together with all interest accrued on the principal provided that any early and full redemption of the outstanding principal of Promissory Note B on or earlier than one month before the maturity day, any outstanding accrued interest on the amount of principal so early redeemed shall be cancelled and void ab initio absolutely	The Purchaser may redeem all or part of the Promissory Note C at any time seven Business Days prior to the maturity day at 100% of the face value of the Promissory Note C together with all interest accrued on the principal provided that any early and full redemption of the outstanding principal of Promissory Note C on or earlier than one month before the maturity day, any outstanding accrued interest on the amount of principal so early redeemed shall be cancelled and void ab initio absolutely
Transferability:	The Vendor may assign, transfer, endorse or in any other way alienate any of its rights under the Promissory Note A whether in whole or in part.	The Vendor may assign, transfer, endorse or in any other way alienate any of its rights under the Promissory Note B whether in whole or in part.	The Vendor may assign, transfer, endorse or in any other way alienate any of its rights under the Promissory Note C whether in whole or in part.

The Board considered that accepting Promissory Notes as payment of the consideration to be issued by the Purchaser was arrived after arm's length negotiation and it is a commonly used payment method where the Promissory Notes are legal instruments that constitutes direct, unconditional and unsubordinated obligations of the Purchaser (i.e. Win Wind Capital) to pay the deposit of HK\$95 million and the balance of HK\$1,200 million to the Vendor (i.e. FFIC) at a fixed future time (i.e. 6 or 12 or 18 months from the date of issue) with interest bearing at 5% per annum.

With the cash to be received by the Group upon respective maturity dates of the Promissory Notes over 6 or 12 or 18 months from the date of issue, i.e. HK\$400 million in 6 months, HK\$400 million in 12 months and the remaining HK\$400 million in 18 months, the Group could apply these interval monies to segment businesses for business development and other investment opportunities with capital appreciation potentials over 6 to 18 months in order to enhance values

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## LETTER FROM THE BOARD

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to the Shareholders. Also, the Promissory Notes could generate an aggregate gross interest income over 6 or 12 or 18 months to the Group of HK\$60 million that would increase the net profit and the net assets of the Group. In view of the above factors, accepting the consideration for the Sale Share paid by the Promissory Notes is fair and reasonable, and in the interests of the Shareholders and the Company as a whole.

Up to the Latest Practicable Date, except for the proposed acquisitions of People Securities Company Limited and Elffey Finance Limited (the “Proposed Acquisitions”) as announced by the Company on 1 September 2016 and 12 September 2016 respectively, the Company does not have immediate funding needs to apply the proceeds from the Disposal as intended. The aggregate considerations for the Proposed Acquisitions amounted to HK\$320 million will be satisfied by internal resources and credit facilities available to the Group. Accordingly, the proceeds to be received at different maturity dates of the Promissory Notes are not relevant to the funding needs of the Proposed Acquisitions.

On the credit risk associated with the Promissory Notes, the Company assessed that the Purchaser is a wholly-owned subsidiary of Enerchina. As extracted from the interim report of Enerchina for the six months ended 30 June 2016, Enerchina has an unaudited net asset value of approximately HK\$4,421.7 million and net current assets of approximately HK\$3,527.9 million as at 30 June 2016. Based on the unaudited management accounts of the Purchaser for the period ended 31 July 2016, the Purchaser has an unaudited net asset value of approximately HK\$3,158.2 million and net current assets of approximately HK\$2,147.4 million as at 31 July 2016. The Company considered that the Purchaser has the ability to repay the principal amounts and accrued interests of the Promissory Notes over their maturity periods.

The interest rate for the Promissory Notes was 5% per annum which is same as the current Hong Kong Dollar prime lending rate. Even with different maturity dates of the Promissory Notes, the absolute value to be received from Promissory Note A, B and C respectively over 6, 12 and 18 months will be in larger amount for a longer term.

### **Conditions Precedent**

The obligations of the parties to effect the Completion shall be conditional upon:

- (a) if required, the passing of the necessary resolution(s) by the Shareholders (other than those, if any, required to abstain from voting pursuant to the Listing Rules) at general meeting to approve the entering into of the Sale and Purchase Agreement by the Vendor and performance of the transactions contemplated thereunder;
- (b) if required, the passing of the necessary resolution(s) by the shareholders of Enerchina (other than those, if any, required to abstain from voting pursuant to the Listing Rules) at Enerchina SGM;
- (c) if applicable, the obtaining of all necessary approvals from the relevant governmental or regulatory authorities in British Virgin Islands, Hong Kong, Cayman Islands and the Republic of the Marshall Islands required of either the Vendor or the Purchaser for the consummation of the transactions contemplated under the Sale and Purchase Agreement having been obtained and all filings have been made by each of the Vendor and the Purchaser; and

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## LETTER FROM THE BOARD

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- (d) the Purchaser having conducted and completed due diligence on all business, assets and liabilities, legal and financial matter and all such other matters as deemed necessary.

If all the aforesaid conditions have not been fulfilled on or before the Long Stop Date, the Sale and Purchase Agreement shall cease and determine, and thereafter neither party shall have any future obligations and liability towards each other thereunder save for any antecedent breaches of the terms thereof.

If aforesaid condition (a) is not fulfilled solely because the Shareholders shall have voted against the relevant resolution(s) in the EGM, FFIC shall refund the deposit (i.e. HK\$95 million) in full, without interest, to the Purchaser within 7 Business Days after the EGM.

If aforesaid condition (b) is not fulfilled solely because the shareholders of Enerchina shall have voted against the relevant resolution(s) in the Enerchina SGM, FFIC shall be entitled to forfeit half of the deposit and shall refund the remaining balance to the Purchaser within 7 Business Days after the Enerchina SGM.

### **Completion**

Upon fulfillment of all the conditions precedent, Completion shall take place on or before 5:00 p.m. (Hong Kong time) on the 3rd Business Day following the fulfillment of all the conditions precedent or such other date as the parties may agree in writing.

### **APPLICATION OF THE CONSIDERATION**

The Company intends to utilise the total consideration from the Disposal of HK\$1,295 million less estimated expenses of approximately HK\$0.5 million, i.e. HK\$1,294.5 million as general working capital for the Group and also for further expansion and development of the Group's financial services business with details as follows: for (i) securities trading business with an amount ranging from approximately HK\$388 million to HK\$453 million; (ii) additional funding to Freeman Securities Limited (a wholly-owned subsidiary of the Company principally engaged in the provision of securities brokerage services, the provision of placing, underwriting and margin financing, investment holding and trading of securities) for business expansion with an amount ranging from approximately HK\$418 million to HK\$483 million; (iii) making strategic investments with an amount ranging from approximately HK\$258 million to HK\$388 million; and (iv) other general working capital of approximately HK\$100 million.

### **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The Directors had taken into account the following factors prior to entering into the Sale and Purchase Agreement: (i) the performance in past years of Smart Jump Group; and (ii) the prospects and potentials of the business of Smart Jump Group.

The principal business of Smart Jump Group is trading of securities. As at 30 September 2016, Smart Jump Group held investments at fair value through profit or loss of approximately HK\$1,205.7 million. Smart Jump Group held a diversified portfolio of listed investments throughout the years.

## LETTER FROM THE BOARD

As at 30 September 2016, the listed investments of Smart Jump Group are as follows:

No.	Name	Stock code	Market value		Market value	% to total listed investments portfolio as at 30 September	
			Original cost	15 August 2016	Market value as at 30 September 2016		gains/(losses) from the date of signing of the Sale and Purchase Agreement to 30 September 2016
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	%
1	HengTen Networks Group Limited	136.HK	401,822	347,902	708,872	360,970	58.79
2	China Strategic Holdings Limited	235.HK	80,538	88,007	80,125	(7,882)	6.65
3	Asia Standard International Group Limited	129.HK	52,000	65,600	67,200	1,600	5.57
4	C C Land Holdings Limited	1224.HK	58,898	63,639	58,990	(4,649)	4.89
5	Chinese Estates Holdings Limited	127.HK	45,139	80,438	44,850	(35,588)	3.72
6	China Evergrande Group	3333.HK	47,101	41,090	36,680	(4,410)	3.04
7	Wang On Properties Limited	1243.HK	3,252	35,140	34,265	(875)	2.84
8	Silver Base Group Holdings Limited	886.HK	45,657	35,577	33,453	(2,124)	2.78
9	Courage Marine Group Limited	1145.HK	20,052	25,400	24,850	(550)	2.06
10	Get Nice Holdings Limited	64.HK	21,725	20,928	19,807	(1,121)	1.64
11	Brightoil Petroleum (Holdings) Limited	933.HK	15,459	18,164	19,150	986	1.59
12	Larry Jewelry International Company Limited	8351.HK	16,715	-	17,101	17,101	1.42
13	Rentian Technology Holdings Limited	885.HK	14,550	15,000	16,800	1,800	1.39
14	China Environmental Resources Group Limited	1130.HK	18,882	23,614	15,636	(7,978)	1.30
15	G-Resources Group Limited	1051.HK	11,263	6,956	7,368	412	0.61
16	Yugang International Limited	613.HK	5,020	4,857	5,207	350	0.43
17	Union Asia Enterprise Holdings Limited	8173.HK	12,768	5,814	5,016	(798)	0.42
18	Shengjing Bank Co., Limited - H Shares	2066.HK	4,340	3,958	3,476	(482)	0.29
19	Carnival Group International Holdings Limited	996.HK	3,056	3,038	2,914	(124)	0.24
20	Get Nice Financial Group Limited	1469.HK	-	2,149	2,036	(113)	0.17
21	Success Universe Group Limited	487.HK	10,032	1,562	1,836	274	0.15
22	Lifestyle Properties Development Limited	2183.HK	109	95	97	2	0.01
Total				888,928	1,205,729	316,801	100.00

The Company has considered the options of either (i) disposing the portfolio of listed securities held by Smart Jump Group by bulk sale; or (ii) disposing Smart Jump Group as a whole to raise the proceeds from the Disposal. The Board considers that disposing Smart Jump Group as a whole instead of disposing the portfolio of listed securities held by Smart Jump Group could reduce the potential impact on large fluctuations in volume and/or price of the listed securities as a result of bulk sale. If the Company disposes listed securities in large block sales, it may trigger a volatile rise or fall in the price of the listed securities. Also, the consideration for the Sale Share is not solely reflecting the market value of the listed investments of Smart Jump Group but also including the past performance and future prospects and potentials of the business of Smart Jump Group.

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## LETTER FROM THE BOARD

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In view of the recent turmoil and volatility in Hong Kong and global stock markets over the past few months, the Company believes that the Disposal could (i) allow the Group to unlock and realise the underlying value of Smart Jump Group as the Disposal could bring in estimated gain of approximately HK\$442.8 million to the Group and increase its results performance and net assets (with calculation detailed in the latter paragraphs headed “Financial Impact of the Group”); and (ii) bring in additional source of capital for the Group’s business development and to capture other investment opportunities as and when they arise.

The Directors consider the terms of the Sale and Purchase Agreement are negotiated at arm’s length basis and on normal commercial terms, which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

### INFORMATION ON SMART JUMP GROUP

Smart Jump is an investment holding company, which holds four wholly-owned subsidiaries, namely, Smart Jump Corporation (incorporated with limited liability in the Cayman Islands), Smart Jump (BVI), Prime Glory Limited (incorporated with limited liability in the British Virgin Islands) and Smart Jump Corporate Services Limited (incorporated with limited liability in Hong Kong). Smart Jump Group is principally engaged in trading of securities.

Set out below is the audited financial information of Smart Jump (BVI) for the two financial years ended 31 March 2014 and 2015 and the unaudited consolidated financial information of Smart Jump Group for the year ended 31 March 2016:

	For the year ended 31 March		
	2014	2015	2016
	HK\$	HK\$	HK\$
	(audited)	(audited)	(unaudited)
Net profit before tax	<u>555,013,000</u>	<u>197,286,000</u>	<u>176,849,000</u>
Net profit after tax	<u>555,013,000</u>	<u>197,286,000</u>	<u>176,849,000</u>

The securities trading business of Smart Jump Group has always been carried out by Smart Jump (BVI). Smart Jump was incorporated on 5 November 2014 and became holding company of its subsidiaries (including Smart Jump (BVI)) on the same date.

As at the Latest Practicable Date, the directors of Smart Jump Group comprises Mr. Lo Kan Sun (“Mr. Lo”), Ms. Au Shuk Yee, Sue (“Ms. Au”), Ms. Chow Mun Yee (“Ms. Chow”) and Mr. Kitchell Osman Bin (“Mr. Kitchell”). Mr. Lo, Ms. Au and Ms. Chow are currently the Executive Directors of the Company.

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## LETTER FROM THE BOARD

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The Purchaser has been in negotiation with the key management of Smart Jump Group in relation to the management continuity of Smart Jump Group. With the request by the Purchaser, in order to minimise the impact of Smart Jump Group's performance as a result of change in key management after the Disposal, Mr. Lo, Ms. Au and Mr. Kitchell indicated to the Company their current intention that they shall remain as the directors of Smart Jump Group after the Disposal subject to finalisation of individual employment remunerations and benefits. Should Mr. Lo and Ms. Au decide to leave the Company after the Disposal, they would resign as the Directors of the Company.

Mr. Lo and Ms. Au are mainly involved in the Group's proprietary trading business. The Board is currently looking for suitable candidates to take up the roles of Mr. Lo and Ms. Au should their resignations as the Directors of the Company be confirmed in order to mitigate the potential impact to the Group with the possible changes of the Board composition. Up to the Latest Practicable Date, no contracts were signed or entered into between the Vendor and the Purchaser in relation to the transfer of any existing employees of Smart Jump Group to the Purchaser upon Completion.

After the Disposal, the Company will continue engaging in proprietary trading business and hold a portfolio of investments at fair value through profit or loss through a wholly-owned subsidiary of the Company other than Smart Jump Group. The departure of Mr. Lo and Ms. Au would not have material impact on the Company's proprietary trading business as their roles will be taken up by Ms. Chow and other replacement personnel should their resignations as the Directors of the Company confirmed. As at 30 September 2016, the Company (through a wholly-owned subsidiary of the Company other than Smart Jump Group) held a portfolio of investments at fair value through profit or loss of approximately HK\$406.5 million.

The biographic details for the management team of Smart Jump Group are as follows:

**Mr. Lo Kan Sun**

Mr. Lo is the director of Smart Jump Group and is in charge of the overall management and proprietary trading business of Smart Jump Group. Mr. Lo is also the Chief Operating Officer and Executive Director of the Company. Mr. Lo holds a Master's Degree in Business Administration from Indiana University in the United States of America ("the USA") and a Bachelor's Degree in Electrical Engineering from University of Illinois, the USA. Mr. Lo has over 30 years of experience in finance, investment and banking in Hong Kong and Canada.

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## LETTER FROM THE BOARD

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### **Ms. Au Shuk Yee, Sue**

Ms. Au is the director of Smart Jump Group and is in charge of the proprietary trading business of Smart Jump Group. Ms. Au is also the Executive Director of the Company. Ms. Au has obtained a Bachelor's Degree of Science in Accounting from Liberty University, Virginia and has more than 10 years of experience in business administration and accounting. Previously, Ms. Au was the managing director of a telecommunication equipment manufacturing and trading company and was the chief executive officer of a listed company before joining Smart Jump Group.

### **Ms. Chow Mun Yee**

Ms. Chow is director of Smart Jump Group and is in charge of company secretarial and accounting and finance matters of Smart Jump Group. Ms. Chow is also the Executive Director of the Company. Ms. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a fellow member of the Association of Chartered Certified Accountants and holds a Bachelor (Hons) Degree in Business Administration from the Chinese University of Hong Kong. Prior to joining Smart Jump Group, Ms. Chow has over 13 years of experience in accounting and auditing at an international accounting firm and has extensive experience in financial services, investment and property development.

### **Mr. Kitchell, Osman Bin**

Mr. Kitchell is a veteran investor in securities investment and proprietary trading with over 15 years of experience. Prior to joining Smart Jump Group, Mr. Kitchell was appointed as the executive director of Unity Investments Holdings Limited ("Unity", Stock Code: 913) from January 2005 to December 2014 and chairman and chief executive officer of Unity at the time of resignation. Later, Mr. Kitchell was appointed as the executive director of Skyway Securities Group Limited (Stock Code: 1141) from January 2015 until July 2015. Following his appointment at Imagi International Holdings Limited (Stock Code: 585), he became the director of Smart Jump Group. Mr. Kitchell has over 20 years of experience in securities trading. Mr. Kitchell studied Economics at the University of Toronto, Canada.

## **FINANCIAL IMPACT OF THE GROUP**

Upon Completion, Smart Jump Group will cease to be subsidiaries of the Company. The financial results of Smart Jump Group will no longer be consolidated by the Group.

Based on the existing financial information available to the Company, the estimated gain from the Disposal will be amounted to approximately HK\$442.8 million which is calculated at the total consideration for the Sale Share of HK\$1,295 million less the estimated expenses of the Disposal of HK\$0.5 million and unaudited net asset value of Smart Jump Group as at 31 March 2016 of HK\$851.7 million. The estimated gain from the Disposal will be accounted for in the profit or loss of the Group. The net assets of the Group will be increased by HK\$442.8 million upon Completion.

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## LETTER FROM THE BOARD

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It should be noted that the aforementioned estimation is for illustrative purpose only and does not purport to represent how the financial position of the Group will be after the Completion.

### INFORMATION ON THE GROUP AND THE PARTIES

The Group is principally engaged in the financial services sector, including the provision of securities and futures brokerage services, the provision of placing, underwriting and margin financing, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, the trading of securities, the provision of finance, as well as investment holding.

The Purchaser is a non-wholly-owned subsidiary of Enerchina and is an investment holding company. Enerchina and its subsidiaries principally engage in financial services sector, including investment holdings, provision of securities brokerage services, placing and underwriting services, corporate finance advisory, proprietary trading and investment of securities, provision of margin financing, money lending services, investment advisory and management services.

### LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal exceeds 25% but is not more than 75%, the Disposal constitutes a major transaction of the Company and is therefore subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. Accordingly, the Company will seek Shareholders' approval at the EGM by way of poll for the Sale and Purchase Agreement and the transaction contemplated therein.

As at the Latest Practicable Date, Enerchina (the holding company of the Purchaser), either itself or through its subsidiary, held 690,000,000 Shares, representing approximately 4.82% of the total issued share capital of the Company.

Saved as disclosed, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries: (i) the Purchaser and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company; (ii) no Shareholder (other than Enerchina and/or their relevant subsidiary) has a material interest in the Sale and Purchase Agreement and the transaction contemplated thereunder (including without limitation the Disposal) which is different from that of other Shareholders and thus no Shareholder (other than Enerchina and/or their relevant subsidiary) is required to abstain from voting on the relevant resolution(s) to approve the Sale and Purchase Agreement and the transaction contemplated thereunder (including without limitation the Disposal) at the EGM. Accordingly, Enerchina and/or their relevant subsidiary will abstain from voting in respect of the relevant resolution(s) to approve the Sale and Purchase Agreement and the transaction contemplated thereunder at the EGM.



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## LETTER FROM THE BOARD

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### EGM

The EGM will be held by the Company on Tuesday, 22 November 2016 at Java II-III, 2/F., Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong (MTR Quarry Bay Station, Exit C) at 4:00 p.m. for the Shareholders to consider, and if thought fit, passing the resolutions to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

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 proxy form and return it 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 not less than 48 hours before the time appointed for holding 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 should you so wish.

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

### RECOMMENDATION

The Board considers that the Sale and Purchase Agreement was entered into on normal commercial terms after arm's length negotiation and the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed ordinary resolutions to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

## 1. INDEBTEDNESS

As at the close of business on 30 September 2016, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group had borrowings amounting to approximately HK\$299.7 million.

The following table illustrates the Group's indebtedness as at the close of business on 30 September 2016:

	<i>HK\$'000</i>
<i>Current</i>	
Other loans, secured	50,392
Margin loans, secured	<u>219,338</u>
	269,730
<i>Non-current</i>	
Other loans, unsecured	<u>30,000</u>
Total borrowings	<u><u>299,730</u></u>

As at the close of business on 30 September 2016, the Group's margin loans were secured by certain investments at fair value through profit or loss held by the Group with an aggregate carrying value of approximately HK\$1,199.7 million and pledged bank balances of HK\$3.5 million.

Save as disclosed above and apart from intra-group liabilities and normal accounts payable in the ordinary course of business, the Group did not have any loan capital issued and outstanding or agreed to be issued, or any outstanding debt securities, bank overdrafts and liabilities under acceptances or acceptance credits or other similar borrowings, indebtedness, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities as at the close of business on 30 September 2016.

The Directors are not aware of any material adverse changes in the Group's indebtedness position and contingent liabilities since 30 September 2016.

## 2. WORKING CAPITAL

The Directors, after due and careful enquiry, are of the opinion that, after taking into account the internal financial resources available to the Group and proceeds from the Disposal, the Group have sufficient working capital for its present requirements in the next twelve months from the date of this circular.

**3. MATERIAL ADVERSE CHANGE**

Up to and including the Latest Practicable Date, the Directors confirm that there is no material adverse change in the financial or trading position of the Group since 31 March 2016, being the date to which the latest published audited financial statements of the Group were made up.

**4. FINANCIAL AND TRADING PROSPECTS**

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 its business development in financial services industry. With this joint venture investment, the Group have 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 believed that the Group would be significantly benefited from the expansion of its financial services in the new market.

In addition, the Group is in the process of acquiring (i) a licensed corporation carrying out businesses in Type 1 (dealing in securities), 4 (advising on securities) and 9 (asset management) regulated activities under the Securities and Futures Ordinance (the “SFO”), which is also a member of Professional Insurance Brokers Association of Hong Kong; and (ii) a group of companies which is principally engaged in the business of finance leasing and factoring in the PRC, aiming to create a one-stop financial conglomerate to provide a comprehensive range of financial services and to enhance the overall competitiveness of the Group.

In the long run, the Group aims at extending its financial services businesses to Mainland China and will continue to pursue new opportunities in the financial services industry to enhance values to the Shareholders.

## 1. 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 enquires, 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.

## 2. DISCLOSURE OF INTERESTS

### (a) The Directors' or chief executive's interests or short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations

Based on the register kept by the Company, as at the Latest Practicable Date, the interests or short positions of each Director or chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, including interests or short positions which they were taken or deemed to have under such provisions of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in the Listing Rules, were as follows:

#### *Long Positions and Short Positions in Shares and Underlying Shares of the Company*

Name of Directors	Capacity	Number of Shares and underlying Shares held	Deemed interests in number of Shares and underlying Shares	Total	Approximate percentage of the issued share capital
Mr. Zhang Yongdong (Note)	Beneficial owner	4,194,780,000	–	4,194,780,000	29.28%
Mr. Hui Quincy Kwong Hei	Beneficial owner	–	100,000,000	100,000,000	0.70%
Ms. Au Shuk Yee, Sue	Beneficial owner	7,375,320	–	7,375,320	0.05%
Ms. Chow Mun Yee	Beneficial owner	6,048,000	100,000,000	106,048,000	0.74%

*Note:* These Shares are held by Galaxy Strategic Investment Co. Ltd., a company wholly-owned by Mr. Zhang Yongdong.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, including interests or short positions which they were taken or deemed to have under such provisions of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in the Listing Rules.

As at the Latest Practicable Date, no Director is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the issuer under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**(b) Substantial Shareholders' interests or short positions in the Shares and Underlying Shares**

Based on the register kept by the Company, as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company), had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

<b>Name of substantial shareholders</b>	<b>Capacity</b>	<b>Number of Shares and underlying Shares held</b>	<b>Approximate percentage of the issued share capital</b>
Huang Shaowu ( <i>Note 1</i> )	Beneficial owner	1,185,000,000	8.27%
GT Group Holdings Limited ( <i>Note 2</i> )	Beneficial owner	879,520,000	6.14%
Yan Ming ( <i>Note 3</i> )	Beneficial owner	750,000,000	5.24%

*Note 1:* These Shares are held by Zhanhong International Limited, a company wholly-owned by Mr. Huang Shaowu.

*Note 2:* These Shares are held by Upperclass Developments Limited, a wholly-owned subsidiary of GT Group Holdings Limited.

*Note 3:* These Shares are held by Eternal Link Investments Limited, a company wholly-owned by Mr. Yan Ming.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors or chief executive of the Company, no person (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

### **3. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### **4. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS**

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any asset which had been, since 31 March 2016, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of, by or leased to any member of the Group or are proposed to be acquired or disposed of, by or leased to any member of the Group.

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

## 5. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, were entered into by the Group within two years immediately preceding the date of this circular which are or may be material:

- (a) The agreement dated 12 September 2016 between FU Securities Limited (“FU”, a wholly-owned subsidiary of the Company) and Roseate City Limited (as First Vendor) and Smart Generation Holdings Limited (as Second Vendor), in relation to the sale and purchase of the entire issued share capital of Elffey Finance Limited, total consideration is HK\$295 million;
- (b) The agreement dated 1 September 2016 between FU and Legend Merchant International Group Limited, in relation to the sale and purchase of the entire issued share capital of People Securities Company Limited, total consideration is HK\$25 million;
- (c) The Sale and Purchase Agreement, total consideration is HK\$1,295 million;
- (d) The sale and purchase Agreement dated 10 March 2016 between FFIC and Magmaous Corporation (a wholly-owned subsidiary of Imagi International Holdings Limited (stock code: 585), in relation to the sale and purchase of the entire issued share capital of Smart Jump, total consideration is HK\$1,800 million;
- (e) The supplemental agreement to the joint venture partners’ agreement dated 2 March 2016 between FFIC, Marvel Galaxy Limited (“Marvel Galaxy”, an indirect wholly-owned subsidiary of China Optoelectronics Holding Group Co., Limited), FreeOpt Holdings Limited (“FreeOpt”) and Top Gate Holdings Limited (a wholly-owned subsidiary of Imagi International Holdings Limited), in relation to regulate their relationship in respect of carrying out business of provision of finance and money lending, there is no consideration for this supplemental agreement;
- (f) The supplemental agreement dated 15 February 2016 between the Company and Freeman Securities Limited (“FSL”, a wholly-owned subsidiary of the Company), the placing agent, in relation to the amendments of certain terms and conditions of the placing agreement dated 9 December 2015 between the same parties, the gross proceeds from placing was revised to HK\$600 million;
- (g) The joint venture partners’ agreement dated 5 January 2016 between FFIC, Marvel Galaxy and FreeOpt, in relation to govern the relationship among the parties in respect of the joint venture, there is no consideration for the joint venture partners’ agreement;

- (h) The joint venture agreement dated 30 December 2015 between FFIC, Marvel Galaxy and FreeOpt, in relation to set up a joint venture for single purpose of carrying out business of provision of finance and money lending and will use FreeOpt as the joint venture vehicle subject to and on the terms of joint venture agreement, total consideration is HK\$300 million;
- (i) The sale and purchase agreement and the deed both dated 28 December 2015 between the Win Wind Securities Limited (“Win Wind”) and Gain All Investments Limited (“Gain All”, a wholly-owned subsidiary of the Company as at the date of signing the sale and purchase agreement and the deed), in relation to the disposal of the yacht and the marine facilities, total consideration is HK\$85 million;
- (j) The placing agreement dated 9 December 2015 between the Company and FSL, the placing agent, in relation to the placing of 3,000,000,000 conversion shares under specific mandate at the conversion price of HK\$0.35 per conversion share to not less than six independent subscribers, the gross proceeds from placing was HK\$1,050 million;
- (k) The sale and purchase agreement dated 31 July 2015 between Gold Glory Limited (“Gold Glory”, an indirect non-wholly owned subsidiary of the Company) and Ristora Investments Limited, in relation to the disposal of 13 million shares of Cordoba Homes Limited (“Cordoba”), total consideration is HK\$50 million;
- (l) The sale and purchase agreement dated 31 July 2015 between Gold Glory, HEC Development Limited, Ample Spring International Limited and Win Wind Resources Limited (a subsidiary of Enerchina), in relation to the acquisition of 100% shareholding in Gain All, total consideration is HK\$85 million;
- (m) The supplemental agreements both dated 8 June 2015 between the Company and Win Wind (formerly known as Enerchine Securities Limited), an indirect wholly-owned subsidiary of Enerchina, in relation to the amendments of certain terms of the placing agreements dated 13 May 2015 and 22 April 2015 respectively between the same parties, there is no consideration for these supplemental agreements;
- (n) The supplemental agreement dated 15 May 2015 between the Company and Win Wind, in relation to the extension of the long stop date in the placing agreement dated 22 April 2015 between the same parties, there is no consideration for this supplemental agreement;



- (o) The placing agreement dated 13 May 2015 between the Company and Win Wind, in relation to the placing of a total of 688,275,820 unlisted warrants with mandatory exercise rights at the placing price of HK\$0.55 per warrant share to not less than six places, the gross proceeds amounted to approximately HK\$378.6 million;
- (p) The supplemental agreement dated 29 April 2015 between the Company and Win Wind, in relation to the amendments of certain terms of the placing agreement dated 22 April 2015 between the same parties, the gross proceeds from the placing of 1,376,551,640 unlisted warrants with mandatory exercise rights were revised to approximately HK\$591.9 million;
- (q) The placing agreement dated 22 April 2015 between the Company and Win Wind, in relation to the placing of a total of 1,376,551,640 unlisted warrants with mandatory exercise rights at the placing price of HK\$0.40 per warrant share to not less than six places, the gross proceeds amounted to approximately HK\$550.6 million; and
- (r) The subscription agreement dated 9 February 2015 between Gold Glory and Cordoba, in relation to the subscription of 13 million new shares of Cordoba, total consideration is HK\$52 million.

## **6. LITIGATION AND POSSIBLE LEGAL ACTION**

As at the Latest Practicable Date, no member of the Group is engaged in any litigation or claim of material importance and, so far as the Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of the Group.

As announced by the Company on 6 October 2016, a petition has been issued to certain Directors of the Company. Further details are set out in the Company's announcement dated 6 October 2016.

## **7. COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or any of their respective associates had any interest in any business which competes or likely to compete, either directly or indirectly, with the business of the Group.

**8. EXPERT AND CONSENT**

The following is the qualifications of the expert who has given opinions or advices which are contained or referred to in this circular:

<b>Name</b>	<b>Qualification</b>
Ernst & Young	Certified Public Accountants

As at the Latest Practicable Date, Ernst & Young did not have any direct or indirect shareholdings in any member of the Group, or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, or any interest, either directly or indirectly, in any assets which have been, since 31 March 2016 (being the date to which the latest published audited consolidated financial statements of the Group were made up) acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the date of this circular, Ernst & Young has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of the letter or report or references to its names in the form and context in which they appear.

**9. MISCELLANEOUS**

- (a) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is at 38th Floor, Bank of China Tower, 1 Garden Road, Hong Kong.
- (c) The secretary of the Company is Ms. Chow Mun Yee, who is a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.
- (d) The Company's branch registrar and transfer office in Hong Kong is Tricor Secretaries Limited, which is located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the principal place of business of the Company in Hong Kong at 38th Floor, Bank of China Tower, 1 Garden Road, Hong Kong during normal business hours on any Business Day from the date of this circular up to and including the date of the EGM:

- (i) the memorandum and articles of association of the Company;
- (ii) each of the material contracts as set out under the paragraph headed “Material Contracts” in this appendix;
- (iii) the annual reports of the Company for the three years ended 31 March 2014, 2015 and 2016;
- (iv) the interim report of the Company for the six months ended 30 September 2015;
- (v) the written consent from Ernst & Young as referred to in the paragraph headed “Expert and Consent” in this appendix; and
- (vi) a copy of circulars issued pursuant to the requirement set out in Chapter 14 of the Listing Rules which has been issued since 31 March 2016, being the date to which the latest published audited consolidated financial statements of the Company and this circular.

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## NOTICE OF EGM

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### **FREEMAN FINTECH CORPORATION LIMITED**

### **民眾金融科技控股有限公司**

*(formerly known as 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 FinTech 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, 22 November 2016 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:–**

- a) the terms of the sale and purchase agreement dated 15 August 2016 (the “Sale and Purchase Agreement”, a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) entered into between Freeman Financial Investment Corporation (“FFIC”), a direct wholly-owned subsidiary of the Company and Win Wind Capital Limited (the “Purchaser”) pursuant to which the Purchaser agreed to purchase and FFIC agreed to sell the entire issued share capital of Smart Jump Corporation (“Smart Jump”, which is incorporated in the Republic of Marshall Islands with limited liability) (the “Sale Share”) at a consideration of HK\$1,295 million, and all transactions contemplated thereunder and in connection therewith and any other ancillary documents and all transactions contemplated thereunder, be and are hereby approved, confirmed and/or ratified;
- b) a disposal (the “Disposal”) of the Company’s subsidiaries by purchase of the Sale Share of the Smart Jump by the Purchaser be and is hereby approved, and all transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and/or ratified; and

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## NOTICE OF EGM

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- c) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, deeds, agreements and instruments, to agree to such amendments, variations or extension to the Sale and Purchase Agreement and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, expedient or desirable to implement and/or to give effect to the Disposal and the Sale and Purchase Agreement (and the transactions contemplated thereunder) as they may in their discretion consider to be desirable and in the interests of the Company.”

By Order of the Board of  
**FREEMAN FINTECH CORPORATION LIMITED**  
**Lo Kan Sun**  
*Chief Operating Officer*

Hong Kong, 4 November 2016

*Registered office:*

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

*Principal place of business in Hong Kong:*

38th Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

*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 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.

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## NOTICE OF EGM

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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

Mr. Yang Haoying

Mr. Wang Xiaodong

Mr. Zhao Tong

*Non-executive Director:*

Mr. Zhang Yongdong (*Chairman*)

*Independent Non-executive Directors:*

Mr. Cheung Wing Ping

Mr. Hung Cho Sing

Dr. Agustin V. Que

Mr. Wu Keli