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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)

VOLUNTARY ANNOUNCEMENT LETTER OF INTENT IN RELATION TO A POSSIBLE INVESTMENT

This is a voluntary announcement made by Freeman FinTech Corporation Limited (the “**Company**”).

The Board of Directors of the Company (the “**Board**”) announces that on 22 February 2018, the Company entered into a non-legally binding letter of intent (the “**Letter of Intent**”) with Meson Fintech Co., Ltd.* (民盛金科控股股份有限公司) (“**Meson**”). Pursuant to the Letter of Intent, Meson is considering a possible investment (the “**Possible Investment**”) in an indirect wholly-owned subsidiary of the Company which will be newly incorporated in the Cayman Islands (the “**Cayman Company**”). The Possible Investment may be carried out by way of acquisition of the Cayman Company’s shares indirectly held by the Company and/or subscription of new shares to be issued by the Cayman Company through capital injection. Upon completion of the Possible Investment, Meson will own a majority stake in the Cayman Company.

The Company and its subsidiaries will carry out a group reorganisation, resulting in the Cayman Company holding the entire shareholding interests in (i) Freeman Securities Limited, an indirect wholly-owned subsidiary of the Company and a Hong Kong private limited company which is 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**”); (ii) Freeman Commodities Limited, an indirect wholly-owned subsidiary of the Company and a Hong Kong private limited company which is a licensed corporation carrying out businesses in Type 2 (dealing in futures contracts) regulated activities under the SFO; and (iii) Freeman Corporate Finance Limited, an indirect wholly-owned subsidiary of the Company and a Hong Kong private limited company which is a licensed corporation carrying out businesses in Type 6 (advising on corporate finance) regulated activities under the SFO.

Meson is a company incorporated in the People's Republic of China with limited liability, the shares of which are listed on Shenzhen Stock Exchange (stock code: 002647.SZ). Meson is principally engaged in provision of information services such as information system integration, information technology consulting, data processing, information storage, and other services. Meson also operates industrial investments, asset management and other businesses.

The Possible Investment, if materialised, may constitute a notifiable transaction for the Company under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

As at the date of this announcement, Mr. Zhang Yongdong, a substantial shareholder of the Company who holds approximately 24.36% of the issued share capital of the Company, also holds approximately 20.50% of the issued share capital of Meson. Save as disclosed, to the best knowledge, information and belief of the Directors and having made all reasonable enquires, Meson and its ultimate beneficial owners are third party(ies) independent of, and not connected with the Company and its connected persons (as defined in the Listing Rules).

PRINCIPAL TERMS OF THE LETTER OF INTENT

Pursuant to the Letter of Intent, Meson estimates that the valuation of the Cayman Company is HK\$3 billion and the final consideration to be payable by Meson for the Possible Investment, if materialised, will be further negotiated and determined with reference to the valuation report to be issued by an independent valuer.

The Letter of Intent shall be terminated on the earlier of (i) the date the parties enter into the definitive agreement; (ii) 30 June 2018; and (iii) after 30 days upon receipt of the notice to resolve disagreement during negotiation by either party and the parties fail to resolve such disagreement.

The parties also agree that within 90 days after the date of signing of the Letter of Intent by the Company, the Company and Meson shall, and shall procure their respective directors, employees and agents to, not engage in or participate in any enquiries, proposals, discussions relating to the Possible Investment or share or discuss confidential information or data with any other third parties in respect of any transfer of equity interest in the Cayman Company, if any of the foregoing acts may compete with the Possible Investment or adversely affect the completion of the Possible Investment.

Save and except for provisions relating to exclusivity and duration, confidentiality, publicity, fees and expenses, binding effect, termination and governing law, the Letter of Intent does not constitute a legally-binding commitment on parties to the Letter of Intent in respect of the contemplated transactions.

LISTING RULES IMPLICATION

The Possible Investment, if materialised, may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. The Company will make further announcement as and when appropriate and comply with all applicable requirements under Chapter 14 of the Listing Rules.

The Board wishes to emphasise that the Letter of Intent is not legally binding. Shareholders of the Company and/or potential investors are reminded that the Possible Investment is subject to, among other things, the entering into of the definitive agreement between the parties, the terms of which are yet to be finalised. The Possible Investment is also subject to and conditional upon such conditions as may be agreed by the parties to the definitive agreement. The Letter of Intent may or may not lead to the entering into of the definitive agreement and the Possible Investment may or may not proceed. Shareholders of the Company and/or potential investors are advised to exercise caution when dealing with the securities of the Company.

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

Hong Kong, 22 February 2018

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

Executive Directors:

Mr. Ye Ye (*Chairman*)
Mr. Yang Haoying (*Chief Operating Officer*)
Ms. Chow Mun Yee
Mr. Wang Xiaodong
Mr. Zhao Tong

Independent Non-executive Directors:

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

* *For identification purpose only*