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## **FREEMAN FINTECH CORPORATION LIMITED**

**民眾金融科技控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 279)**

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

Reference is made to the announcement of the Company dated 6 June 2017 in relation to the issue of the Convertible Bonds (the “**Announcement I**”) and the announcement of the Company dated 18 October 2018 in relation to the proposed amendments of the terms and conditions of the Convertible Bonds (the “**Announcement II**”). Capitalised terms used herein shall have the same meanings as defined in the Announcement II unless otherwise specified.

## SUPPLEMENTAL UNDERTAKING

On 15 November 2018 (after trading hours), the Company entered into a supplemental undertaking (the “**Supplemental Undertaking**”) pursuant to which, subject to the fulfillment of certain conditions as set out in the Undertaking, the Company agreed to further amend certain terms and conditions of the Convertible Bonds Instrument by executing the revised supplemental instrument (the “**Revised Supplemental Instrument**”) as follows:–

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

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

## **REASONS FOR ENTERING INTO THE REVISED SUPPLEMENTAL INSTRUMENT**

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

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

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

Hong Kong, 15 November 2018

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

***Executive Directors:***

Mr. Ye Ye (*Chairman*)  
Mr. Yang Haoying (*Chief Executive Officer*)  
Mr. Pun Hong Hai (*Chief Operating Officer*)  
Ms. Chow Mun Yee  
Mr. Zhao Tong

***Independent Non-executive Directors:***

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