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FREEMAN FINTECH CORPORATION LIMITED

(Provisional Liquidators Appointed)

民眾金融科技控股有限公司

(已委任臨時清盤人)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Freeman FinTech Corporation Limited (Provisional Liquidators Appointed) (the “Company”) will be held at 4:00 p.m. on Thursday, 17 June 2021 at Lecture Hall, 4/F, Duke of Windsor Social Service Building, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 May 2021 of which this notice forms part (the “Circular”)):

SPECIAL RESOLUTION

1. THE WHITEWASH WAIVER

“**THAT:**

- (a) subject to the Executive granting the Investor the Whitewash Waiver and the satisfaction of any condition(s) attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, waiving any obligation of the Investor to make a mandatory general offer for all the Shares not already owned or agreed to be issued and allotted to the Investor or parties acting in concert with it as a result of the First Loan Conversion and the Subscription, be and is hereby approved; and
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company and to take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Whitewash Waiver.”

ORDINARY RESOLUTIONS

2. THE RESTRUCTURING DEED

“**THAT:**

- (a) the Restructuring Deed (a copy of which is marked “A” and tabled before the EGM and initialled by the chairman of the EGM for identification purposes) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the Restructuring Deed and the transactions contemplated thereunder.”

3. ISSUE OF THE FIRST LOAN CONVERSION SHARES

“**THAT** subject to resolution numbered 1 as set out in this notice having been passed and the approval for the Resumption (whether conditionally or unconditionally) by the Stock Exchange having been obtained:

- (a) subject to the fulfilment of the conditions relating to the First Loan Conversion in the First Loan Agreement and the Restructuring Deed and conditional upon the Listing Committee granting the approval for the listing of, and permission to deal in the First Loan Conversion Shares, any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby granted a specific mandate (the “**First Loan Conversion Shares Specific Mandate**”) to allot, issue, credited as fully paid, the First Loan Conversion Shares to the Investor pursuant to the First Loan Agreement, provided that the First Loan Conversion Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators prior to or after the passing of this resolution; and

- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the allotment and issue of the First Loan Conversion Shares and the transactions contemplated thereunder.”

4. ISSUE OF THE SUBSCRIPTION SHARES

“**THAT** subject to resolution numbered 1 as set out in this notice having been passed and the approval for the Resumption (whether conditionally or unconditionally) by the Stock Exchange having been obtained:

- (a) subject to the fulfilment of the conditions in the Restructuring Deed and conditional upon the Listing Committee granting the approval for the listing of, and permission to deal in the Subscription Shares, any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby granted a specific mandate (the “**Subscription Shares Specific Mandate**”) to allot, issue, credited as fully paid, the Subscription Shares to the Investor pursuant to the Restructuring Deed, provided that the Subscription Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators prior to or after the passing of this resolution; and
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the allotment and issue of the Subscription Shares and the transactions contemplated thereunder.”

5. ISSUE OF THE SCHEME SHARES

“**THAT** subject to resolution numbered 1 as set out in this notice having been passed and the approval for the Resumption (whether conditionally or unconditionally) by the Stock Exchange having been obtained:

- (a) subject to the fulfilment of the conditions of the Restructuring Deed and conditional upon the Listing Committee granting the approval for the listing of, and permission to deal in the Scheme Shares, any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby granted a specific mandate (the “**Scheme Shares Specific Mandate**”) to allot, issue, credited as fully paid, the Scheme Shares to the Scheme Administrators or the ListCo Schemes SchemeCo pursuant to the Restructuring Deed, provided that the Scheme Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators prior to or after the passing of this resolution; and
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and is/are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the allotment and issue of the Scheme Shares and the transactions contemplated thereunder.”

6. ISSUE OF THE SECOND LOAN CONVERSION SHARES

“**THAT** subject to resolution numbered 1 as set out in this notice having been passed and the approval for the Resumption (whether conditionally or unconditionally) by the Stock Exchange having been obtained:

- (a) subject to the fulfilment of the conditions in the Second Loan Agreement and the Restructuring Deed and conditional upon the Listing Committee granting the approval for the listing of, and permission to deal in the Second Loan Conversion Shares, any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby granted a specific mandate (the “**Second Loan Conversion Shares Specific Mandate**”) to allot, issue, credited as fully paid, the Second Loan Conversion Shares to the Investor pursuant to the Second Loan Agreement, provided that the Second Loan Conversion Shares Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators prior to or after the passing of this resolution; and

- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to the allotment and issue of the Second Loan Conversion Shares and the transactions contemplated thereunder.”

7. SPECIAL DEAL I

“**THAT**, subject to the consent of the Executive pursuant to Rule 25 of the Takeovers Code with respect to Special Deal I and the satisfaction of any condition(s) that may be imposed thereon by the Executive:

- (a) Special Deal I and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to Special Deal I and the transactions contemplated thereunder.”

8. SPECIAL DEAL II

“**THAT**, subject to the consent of the Executive pursuant to Rule 25 of the Takeovers Code with respect to Special Deal II and the satisfaction of any condition(s) that may be imposed thereon by the Executive:

- (a) Special Deal II and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to Special Deal II and the transactions contemplated thereunder.”

9. SPECIAL DEAL III

“**THAT**, subject to the consent of the Executive pursuant to Rule 25 of the Takeovers Code with respect to Special Deal III and the satisfaction of any condition(s) that may be imposed thereon by the Executive:

- (a) Special Deal III and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the executive Directors, the non-executive Directors and the Provisional Liquidators be and are hereby authorised to do all such acts and things, sign and execute all such documents, agreements or deeds on behalf of the Company (including the affixation of the common seal of the Company where required) and take all such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of and giving effect to any matter relating to Special Deal III and the transactions contemplated thereunder.”

10. PROPOSED APPOINTMENT OF DIRECTORS

“**THAT** the appointment of the following candidates as Directors upon Completion be and is hereby approved:

- (a) Mr. Xu Hao be appointed as an executive Director;
- (b) Mr. Han Kam Leung (Michael) be appointed as an executive Director;
- (c) Mr. Fung Sing Hong Stephen be appointed as an independent non-executive Director;
- (d) Ms. Ling Kit Sum Imma be appointed as an independent non-executive Director; and
- (e) Mr. Xu Haohao be appointed as an independent non-executive Director.”

11. GENERAL AUTHORISATION

“**THAT** in connection with the actions contemplated by the foregoing resolutions, each of the executive Directors, the non-executive Director, the Provisional Liquidators, officers, and any attorney or authorised signatories be, and such other persons as are authorised by any of them be, and each hereby is, authorised, in the name and on behalf of the Company, to do such further acts and things as any executive Director, the non-executive Director, Provisional Liquidator or officer or such duly authorised other person shall deem necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to make, execute, deliver, issue or file (or cause to be made, executed, delivered or filed) with any person including any governmental authority or agency, all such agreements, documents, instruments, certificates, consents and waivers, and all amendments to any such agreements, documents, instruments or certificates, and to pay, or cause to be paid, all such payments, as any of them may deem necessary or advisable to carry out the intent of the foregoing resolutions, the authority for the taking of any such action and the execution and delivery of such of the foregoing to be conclusively evidenced thereby.”

12. RATIFICATION OF PRIOR ACTIONS

“**THAT** any and all actions of the Company, or of any one executive Director, the non-executive Director, Provisional Liquidator or officer or any attorney or authorised signatory, taken in connection with the actions contemplated by the foregoing resolutions prior to the passing thereof be and hereby are ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, the Company prior to such action being taken.”

For and on behalf of
Freeman FinTech Corporation Limited
(Provisional Liquidators Appointed)
Clifford Choi
Executive Director

Hong Kong, 26 May 2021

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business
in Hong Kong:
13/F, Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A Shareholder who is entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares of the Company may appoint more than one proxy. A proxy need not be a Shareholder.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, 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 (as the case may be) at which the person named in such instrument proposes to vote, and in default thereof the form of proxy shall not be treated as valid.
3. For the purpose of ascertaining the Shareholders' right to attend and vote at the EGM, the register of members of the Company will be closed from 11 June 2021 to 17 June 2021, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant Share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 10 June 2021.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. A form of proxy for use at the EGM is enclosed herewith.
6. As at the date of this notice, the Board comprises Mr. Yau Pak Yue and Mr. Choi Wai Hong Clifford as executive Directors, Ms. Ang Mei Lee Mary and Mr. Chung Wai Man as non-executive Directors, and Mr. An Dong, Mr. Fung Tze Wa and Mr. Wu Keli as independent non-executive Directors.
7. If a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force in Hong Kong at or at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned. An announcement will be posted on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the adjourned EGM. The EGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above EGM under bad weather conditions bearing in mind their own situations.

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

Executive Directors:

Mr. Choi Wai Hong, Clifford
Mr. Yau Pak Yue

Non-executive Directors:

Ms. Ang Mei Lee Mary
Mr. Chung Wai Man

Independent Non-executive Directors:

Mr. An Dong
Mr. Fung Tze Wa
Mr. Wu Keli