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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)**

### **POLL RESULTS AT ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2021, RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND PROGRESS OF THE CHANGE OF COMPANY NAME**

Reference is made to the circular of Freeman FinTech Corporation Limited (the “Company”) dated 27 August 2021 (the “Circular”). Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The poll results in respect of the proposed resolutions at the annual general meeting (the “AGM”) of the Company held on 28 September 2021 are as follows:

<b>Ordinary Resolutions (Note 1)</b>		<b>Number of votes cast (approximate% of votes cast)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited financial statements of the Company together with Reports of the Directors and the Auditor for the year ended 31 March 2021.	100,750,360 (82.76%)	20,981,604 (17.24%)
	<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>		

Ordinary Resolutions (Note 1)		Number of votes cast (approximate% of votes cast)	
		For	Against
2.	To re-elect Mr. Lau Fu Wing, Eddie as an Executive Director of the Company.	121,731,964 (100.00%)	0 (0.00%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			
3.	To authorise the Board of Directors to fix the remuneration of Directors of the Company.	121,731,964 (100.00%)	0 (0.00%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			
4.	To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.	121,731,964 (100.00%)	0 (0.00%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			
5.	To grant a general mandate to the Directors to allot, issue and deal with new shares not exceeding 20 per cent. of the 1,868,176,188 issued shares of the Company.	100,750,360 (82.76%)	20,981,604 (17.24%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the 1,868,176,188 issued shares of the Company.	121,731,964 (100.00%)	0 (0.00%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			
7.	To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the amount of shares repurchased by the Company.	100,750,360 (82.76%)	20,981,604 (17.24%)
<i>As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			

Special Resolution (Note 1)		Number of votes cast (approximate% of votes cast)	
		For	Against
8.	To approve the Change of Company Name.	121,731,964 (100.00%)	0 (0.00%)
<i>As more than 75% of the votes were cast in favour of this resolution, this resolution was duly passed.</i>			

*Note 1: The above table only provides a summary of the resolutions. The full text of the resolutions is set out in the Company's notice of AGM dated 27 August 2021.*

As at the date of the AGM, the issued share capital of the Company was 1,868,176,188 ordinary shares (the "Shares"), being the total number of Shares entitling the holders thereof (the "Shareholders") to attend and vote for or against all proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting at the AGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

As disclosed in the Circular, Mr. An Dong ("Mr. An"), Mr. Fung Tze Wa ("Mr. Fung") and Mr. Wu Keli ("Mr. Wu") will not offer themselves for re-election at the AGM and will retire from office as Independent Non-executive Directors with effect from the conclusion of the AGM. Save for the outstanding Director's fee due to them, Mr. Fung, Mr. An and Mr. Wu confirmed that each of them has no claim against the Company in respect of their retirement. They have no disagreement with the Board and the Provisional Liquidators and there are no other matters that need to be brought to the attention of the Shareholders in relation to their retirement.

#### **NON-COMPLIANCE WITH THE LISTING RULES**

As disclosed in the Annual Report 2020/2021 of the Company, following the appointment of the Provisional Liquidators on 28 February 2020 by the High Court of Hong Kong, the powers of the Directors have been transferred and assumed by the Provisional Liquidators and no current Independent Non-executive Directors has been involved in any affairs of the Company. In this circumstances, following the retirement of Mr. An, Mr. Fung and Mr. Wu, the Company does not propose to fill the vacancy while the Provisional Liquidator remains undischarged. The Company is identifying suitable candidates for Independent Non-executive Directors and will appoint the necessary number of Independent Non-executive Directors required under Rules 3.10, 3.10A, 3.21 and 3.25 of the Listing Rules on or before the discharge of the Provisional Liquidators and the resumption of trading of the Company's shares on the Stock Exchange to ensure compliance of the Listing Rules.

## **PROGRESS OF THE CHANGE OF COMPANY NAME**

The special resolution in relation to the Change of Company Name was duly passed by the Shareholders at the AGM and the Change of Company Name is still subject to the approval of the Registrar of Companies in the Cayman Islands by way of issue of a certificate of incorporation on change of name. Upon the Change of Company Name taking effect and the receipt of the certificate of incorporation on change of name from the Registrar of Companies in the Cayman Islands, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Change of Company Name and the new stock short names of the Company for trading of the Shares on the Stock Exchange, as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the Shares on the Stock Exchange has been suspended with effect from 1:12 p.m. on 28 February 2020 and will remain suspended pending fulfilment of the resumption conditions and such other further conditions that may be imposed by the Stock Exchange. The Company will keep the Shareholders and the public informed of the latest developments by making further announcement(s) as and when appropriate.

By order of the Board  
**Freeman FinTech Corporation Limited**  
**(Provisional Liquidators Appointed)**  
**Lau Fu Wing, Eddie**  
*Chief Executive Officer*

Hong Kong, 28 September 2021

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

***Executive Directors:***

Mr. Choi Wai Hong, Clifford  
Mr. Lau Fu Wing, Eddie (*Chief Executive Officer*)  
Mr. Yau Pak Yue

***Non-executive Directors:***

Ms. Ang Mei Lee Mary  
Mr. Chung Wai Man