
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 advisers.

If you have sold or transferred all your shares in Freeman FinTech Corporation Limited, you should at once hand this supplemental circular with the accompanying revised form of proxy 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

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS

RELATING TO RE-ELECTION OF DIRECTORS

AND

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 26 June 2017 (the “**Circular**”) and the notice convening an extraordinary general meeting of 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, 11 July 2017 at 4:00 p.m. (the “**EGM**”). A supplemental notice of the EGM is set out on pages 7 to 8 of this supplemental circular. A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular for use at the EGM.

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you are able to attend the EGM in person, you should complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 4:00 p.m. on Sunday, 9 July 2017 or not less than 48 hours before the time appointed for holding of the EGM. Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the EGM or any adjourned meetings in person if you so wish.

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yang Haoying (*Chief Operating Officer*)

Ms. Chow Mun Yee

Mr. Wang Xiaodong

Mr. Zhao Tong

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Cheung Wing Ping

Mr. Fung Tze Wa

Mr. Wu Keli

Mr. Xu Zhiguang

Principal Place of Business

in Hong Kong:

38th Floor

Bank of China Tower

1 Garden Road

Hong Kong

26 June 2017

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS

RELATING TO RE-ELECTION OF DIRECTORS

AND

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 26 June 2017 (the “**Circular**”) which contains, among others, information relating to the re-election of Directors of the Company at the extraordinary general meeting of 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, 11 July 2017 at 4:00 p.m. (“**EGM**”). Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors and the Revised Proxy Form (as defined below) and to give you a supplemental notice of the EGM, which is set out on pages 7 to 8 of this supplemental circular.

RE-ELECTION OF DIRECTORS

Reference is made to the announcement dated 25 January 2017 (the “**Announcement**”) in relation to the appointment of Mr. Fung Tze Wa and Mr. Xu Zhiguang as Independent Non-executive Directors. They shall be subject to re-election by the Shareholders at the EGM. Both Mr. Fung Tze Wa and Mr. Xu Zhiguang will offer themselves for re-election as Independent Non-executive Directors at the EGM pursuant to the Article 95 of the Articles of Association of the Company.

At the EGM, ordinary resolutions will be proposed to re-elect Mr. Fung Tze Wa and Mr. Xu Zhiguang as Independent Non-executive Directors. The biographical details of Mr. Fung Tze Wa and Mr. Xu Zhiguang proposed for re-election at the EGM are set out in Appendix I of this supplemental circular.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING AND REVISED PROXY FORM

As a result of the proposed re-election of Mr. Fung Tze Wa and Mr. Xu Zhiguang at the EGM subsequent to the despatch of the Circular containing the notice of EGM and accompanying form of proxy (the “**First Proxy Form**”), a supplemental notice of EGM is set out on pages 7 to 8 of this supplemental circular and a new form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the EGM, you should complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 4:00 p.m. on Sunday, 9 July 2017 or not later than 48 hours before the time appointed for holding of the EGM.

Special arrangements about completion and submission of the Revised Proxy Form are also set out in Appendix II of this supplemental circular. Shareholders who have appointed or intended to appoint proxy/proxies to attend the EGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

RESPONSIBILITY OF THE DIRECTORS

This supplemental 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Fung Tze Wa and Mr. Xu Zhiguang as Independent Non-executive Directors as set out in this supplemental circular are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

By Order of the Board
Freeman FinTech Corporation Limited
Yang Haoying
Chief Operating Officer

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The followings are the biographical details of Mr. Fung Tze Wa and Mr. Xu Zhiguang proposed for re-election at the Extraordinary General Meeting.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Tze Wa (“Mr. Fung”), aged 60, is a certified public accountant and a director of an accounting firm in Hong Kong. Mr. Fung has many years of experience in auditing, taxation and company secretarial practice in Hong Kong. He obtained a master degree in professional accounting from the Hong Kong Polytechnic University in 2000. He is a member of the Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, The Taxation Institute of Hong Kong and The Society of Chinese Accountants and Auditors. He has been appointed as an independent non-executive director of Citychamp Watch & Jewellery Group Limited (Stock Code: 256) since 2004 and Imperium Group Global Holdings Limited (Stock Code: 776) since 2012. These companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Fung did not hold any directorship in any listed public companies in the last three years.

Mr. Fung has not entered into any service contract with the Company. He will receive a director’s fee of HK\$120,000 per annum, determined with reference to his background, duties and responsibilities with the Company and the prevailing market situation. The directorship of Mr. Fung with the Company is subject to rotation requirements and re-election pursuant to the Articles of Association of the Company. Mr. Fung does not hold any position in any subsidiaries of the Company as of the date of this supplemental circular.

Mr. Fung is not connected to any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Fung does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Fung and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Xu Zhiguang (“Mr. Xu”), aged 52, holds a bachelor’s degree and a master degree in Economic Law from China University of Political Science and Law. Mr. Xu is a partner of a law firm in China. Mr. Xu has many years of experience in securities and corporate merger and acquisitions legal practice. Mr. Xu obtained China lawyer qualification and securities legal services qualification in China. Mr. Xu is currently listed on the Panel of Arbitrators of South China International Economic and Trade Arbitration Commission/Shenzhen Court of International Arbitration and the Panel of Mediators of Mediation Center of South China International Economic and Trade Arbitration Commission/Mediation Center of Shenzhen Court of International Arbitration.

Mr. Xu is an independent director of Shenzhen Gas Corporate Limited* (深圳市燃氣集團股份有限公司) (shares of which are listed on Shanghai Stock Exchange, Stock Code: 601139) and chairman of the board of supervisors of Shenzhen LongGang Everdynasty Rural Bank Corporation Limited* (深圳龍崗鼎業村鎮銀行股份有限公司). Mr. Xu served as an independent director of Zhuhai Orbita Control Engineering Co., Ltd.* (珠海歐比特控制工程股份有限公司) (shares of which are listed on Shenzhen Stock Exchange, Stock Code: 300053) from 2008 to 2014. Save as disclosed above, Mr. Xu did not hold any directorship in any listed public companies in the last three years.

Mr. Xu has not entered into any service contract with the Company. He will receive a director's fee of HK\$120,000 per annum, determined with reference to his background, duties and responsibilities with the Company and the prevailing market situation. The directorship of Mr. Xu with the Company is subject to rotation requirements and re-election pursuant to the Articles of Association of the Company. Mr. Xu does not hold any position in any subsidiaries of the Company as of the date of this supplemental circular.

Mr. Xu is not connected to any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Xu does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Xu and there are no other matters that need to be brought to the attention of the Shareholders.

The Directors believe that having regard to their experience and professional qualifications, Mr. Fung and Mr. Xu can offer valuable contributions to the Board. Both Mr. Fung and Mr. Xu are independent to the Company as per the requirements of Rule 3.13 of the Listing Rules. Mr. Fung and Mr. Xu also provided their written confirmations with respect to their independence to the Company.

* *for identification purpose only*

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE
REVISED PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the share registrar of the Company in Hong Kong is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the EGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the share registrar of the Company in Hong Kong. A Shareholder who has already lodged the First Proxy Form with the share registrar of the Company in Hong Kong should note that:

- (i) If no Revised Proxy Form is lodged with the share registrar of the Company in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.

The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the EGM including the resolutions in relation to the re-election of Mr. Fung and Mr. Xu as Independent Non-executive Directors as set out in this supplemental circular;

- (ii) if the Revised Proxy Form is lodged with the share registrar of the Company in Hong Kong 48 hours prior to the time appointed for holding the EGM (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the share registrar of the Company in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the share registrar of the Company in Hong Kong.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the EGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice is supplemental to the notice of extraordinary general meeting (the “EGM Notice”) published on 26 June 2017 by the Company to convene the extraordinary general meeting of the Company 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, 11 July 2017 at 4:00 p.m. (the “EGM”).

Details of the proposed resolution to be considered at the EGM were set out in the EGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 26 June 2017. Apart from the amendments set out hereinbelow, all the information contained in the EGM Notice remains valid and effective.

Due to the matters set out in the supplemental circular of the Company dated 26 June 2017, the following resolutions shall be added to the EGM Notice as additional resolutions numbered 2 and 3:

ORDINARY RESOLUTIONS

2. To re-elect Mr. Fung Tze Wa as an Independent Non-executive Director of the Company.
3. To re-elect Mr. Xu Zhiguang as an Independent Non-executive Director of the Company.

By Order of the Board
Freeman FinTech Corporation Limited
Yang Haoying
Chief Operating Officer

Hong Kong, 26 June 2017

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A revised proxy form (the “Revised Proxy Form”) is enclosed with the supplemental circular of the Company dated 26 June 2017 (the “Supplemental Circular”). Please refer to Appendix II to the Supplemental Circular for special arrangement about completion and submission of the Revised Proxy Form.
2. Please refer to the EGM Notice for details of the other ordinary resolution to be passed at the EGM and other relevant matters.

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

Executive Directors:

Mr. Yang Haoying (*Chief Operating Officer*)

Ms. Chow Mun Yee

Mr. Wang Xiaodong

Mr. Zhao Tong

Independent Non-executive Directors:

Mr. Cheung Wing Ping

Mr. Fung Tze Wa

Mr. Wu Keli

Mr. Xu Zhiguang