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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this 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 circular with the accompanying 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)**

**PROPOSALS FOR**

- (1) REFRESHMENT OF GENERAL MANDATES;**
- (2) REFRESHMENT OF REPURCHASE MANDATE;**
- (3) REFRESHMENT OF SCHEME MANDATE LIMIT;**
- (4) RE-ELECTION OF DIRECTORS; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Freeman FinTech Corporation Limited 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, 5 September 2017 at 4:00 p.m. is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy 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, 3 September 2017 or not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meetings in person if you so wish.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings, unless the context requires otherwise:*

“Annual General Meeting” or “AGM”	the annual 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) at 4:00 p.m. on Tuesday, 5 September 2017, the notice of which is set out on pages 18 to 22 of this circular
“Articles”	the Articles of Association of the Company
“close associate”	the meaning ascribed thereto under the Listing Rules
“Auditor”	at any time means the auditor of the Company
“Board”	the board of Directors
“Company”	Freeman FinTech Corporation Limited (Stock Code: 279), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	the extension of Issue Mandate by a separate resolution to include the Shares repurchased under the Repurchase Mandate up to 10% of the total number of the issued Shares of the Company as at the date of the AGM
“General Mandates”	the Issue Mandate and the Extension Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot and issue Shares in the manner as set out herein

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## DEFINITIONS

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“Latest Practicable Date”	25 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option Shares”	the new Share(s) to be issued pursuant to the exercise of share options to be granted under the refreshed Scheme Mandate Limit
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out herein
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all the options which may be granted under the Share Option Scheme
“2016 AGM”	the annual general meeting of the Company held on 7 September 2016
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of a par value of HK\$0.001 each in the issued share capital of the Company
“Shareholder(s)”	(a) holder(s) of Shares
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 31 August 2012 and valid and effective for a period of ten years
“Share Options”	options to subscribe for Shares granted under the Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%” or “per cent.”	percentage or per centum
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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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)**

*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

28 July 2017

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS FOR**

- (1) REFRESHMENT OF GENERAL MANDATES;**
- (2) REFRESHMENT OF REPURCHASE MANDATE;**
- (3) REFRESHMENT OF SCHEME MANDATE LIMIT;**
- (4) RE-ELECTION OF DIRECTORS; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, inter alia, (i) the granting to the Directors of a general mandate to issue Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution at the AGM; (ii) the granting to the Directors of a general mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10%

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## LETTER FROM THE BOARD

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of the issued share capital of the Company as at the date of passing of the resolution at the AGM; (iii) the extension of the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors; (iv) the refreshment of Scheme Mandate Limit of the Share Option Scheme; and (v) the re-election of Directors.

### **REFRESHMENT OF GENERAL MANDATES**

The general mandate granted at 2016 AGM to issue Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing the resolution was refreshed to 2,864,827,460 Shares (the “2016 General Mandates”).

In June 2017, the Company entered into a subscription agreement with a subscriber in relation to the subscription of the convertible bonds of the Company under 2016 General Mandates for 1,835,294,118 conversion shares at conversion price of HK\$0.425 per conversion share. As at the Latest Practicable Date, the convertible bonds in the principal amount of US\$100 million were issued by the Company to the subscriber but no conversion rights attaching to the convertible bonds have been exercised. Details of the issue of secured convertible bonds under 2016 General Mandates were set out in the announcements of the Company dated 6 June 2017 and 15 June 2017.

Assuming the exercise in full of the conversion rights attaching to the convertible bonds at the initial conversion price of HK\$0.425 per conversion share, a total of 1,835,294,118 conversion shares will be issued out of the 2016 General Mandates. The Company has the power to further issue up to 1,029,533,342 Shares from the Latest Practicable Date until the date of the AGM. 2016 General Mandates has not yet been utilised up to the Latest Practicable Date.

The 2016 General Mandates to issue Shares will expire at the conclusion of the forthcoming AGM. The Directors intend to put forward to the Shareholders ordinary resolution at the AGM to renew the general mandate so as to give Directors general authority to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the total number of issued Shares was 15,700,688,940. Assuming that no further Shares are issued between the Latest Practicable Date and the date of the AGM, subject to the approval of the Issue Mandate by the Shareholders, the Company would be allowed to issue a maximum of 3,140,137,788 Shares under the proposed Issue Mandate.

### **REFRESHMENT OF REPURCHASE MANDATE**

The general mandate granted at 2016 AGM to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution was refreshed to 1,432,413,730 Shares.

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## LETTER FROM THE BOARD

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The existing repurchase mandate to repurchase Shares will expire at the conclusion of the forthcoming AGM. The Directors intend to put forward to the Shareholders ordinary resolution at the AGM to renew the general mandate so as to give Directors general authority to repurchase Shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the total number of issued Shares was 15,700,688,940. Assuming that no further Shares are repurchased between the Latest Practicable Date and the date of the AGM, subject to the approval of the Repurchase Mandate by the Shareholders, the Company would be allowed to repurchase a maximum of 1,570,068,894 Shares under the Repurchase Mandate.

A separate ordinary resolution will also be proposed at the AGM to add those Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate.

An explanatory statement as required under the Listing Rules to provide the requisite information in relation to the Repurchase Mandate is set out in Appendix I of this circular.

### **REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME**

The Board also proposed to seek approval of the Shareholders to refresh the 10% Scheme Mandate Limit of the Share Option Scheme. Pursuant to Rule 17.03(3) of the Listing Rules, the Company may seek approval by its Shareholders in general meeting for “refreshing” the 10% limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company (or its subsidiaries) under the limit as “refreshed” must not exceed 10% of the Shares in issue as at the date of approving refreshment of the limit. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the Shares of the Company (or its subsidiaries) in issue from time to time. No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the limit being exceeded.

The total number of Shares issued and to be issued upon exercise of the Share Options granted to each of the Share Option Scheme participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued Shares unless approved by Shareholder in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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Since the adoption of the Share Option Scheme, 688,275,820 Share Options were granted by the Company on 23 April 2015 under the Scheme Mandate Limit granted at an extraordinary general meeting of the Company held on 14 November 2014. These 688,275,820 Share Options have not yet been exercised as at the Latest Practicable Date.

Pursuant to the Scheme Mandate Limit granted at 2016 AGM, the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 1,432,413,730 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting (the “2016 Scheme Mandate Limit”). The 2016 Scheme Mandate Limit had not been utilised as at the Latest Practicable Date.

Saved as disclosed above and except for a total of 688,275,820 Share Options (representing 4.38% of the total issued share capital of the Company as at the Latest Practicable Date) outstanding as at the Latest Practicable Date, there were no other share options granted by the Company since the last annual general meeting. No options under the Scheme Mandate Limit were lapsed or cancelled. There are no other options under the Share Option Scheme or any other schemes of the Company granted which remain outstanding or unexercised as at the Latest Practicable Date.

In order to provide the Company with greater flexibility in granting share options to eligible persons (including employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Group, the Board decided to seek the approval from the Shareholders at the AGM to refresh the Scheme Mandate Limit. The Directors consider that refreshment of the Scheme Mandate Limit is in the interest of the Company and the Shareholders as a whole.

Based on 15,700,688,940 Shares in issue (representing 10% of the total issued capital of the Company) as at the Latest Practicable Date and assuming that no further Shares are repurchased and issued and no share options are being granted prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorised to issue options to subscribe for a total of 1,570,068,894 Shares.

No outstanding share options of the Company will lapse as a result of the refreshment of the Scheme Mandate Limit and the aggregate number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company has not exceeded 30% of the Shares in issue as at the Latest Practicable Date. Save for the Share Option Scheme, the Company had no other share option schemes as at the Latest Practicable Date.



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## LETTER FROM THE BOARD

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The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders; and
- (ii) the Listing Committee of the Stock Exchange granted approval for the listing of, and permission to deal in, the Option Shares.

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (ii) above.

### RE-ELECTION OF DIRECTORS

Pursuant to Article 112 of the Articles, Ms. Chow Mun Yee and Mr. Cheung Wing Ping will retire and, being eligible, offer themselves for re-election at the AGM.

Reference is made to the announcement dated 20 October 2016 in relation to the appointment of Mr. Yang Haoying (“Mr. Yang”), Mr. Wang Xiaodong (“Mr. Wang”), and Mr. Zhao Tong (“Mr. Zhao”) as Executive Directors and Mr. Wu Keli (“Mr. Wu”) as an Independent Non-executive Director. Reference is also made to the announcement dated 25 January 2017 in relation to the appointment of Mr. Fung Tze Wa (“Mr. Fung”) and Mr. Xu Zhiguang (“Mr. Xu”) as Independent Non-executive Directors. All these newly appointed Directors shall be subject to re-election by the Shareholders at the AGM. Mr. Yang, Mr. Wang and Mr. Zhao will offer themselves for re-election as Executive Directors, and Mr. Wu, Mr. Fung and Mr. Xu will offer themselves for re-election as Independent Non-executive Directors at the AGM pursuant to the Article 95 of the Articles.

Details of the Directors proposed for re-election at the AGM are set out in the Appendix II of this circular.

### NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 18 to 22 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you should complete and return the accompanying form of proxy 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, 3 September 2017 or not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

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## LETTER FROM THE BOARD

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No Shareholder is required to abstain from voting of the proposals for refreshment of General Mandates, refreshment of Repurchase Mandate, refreshment of Scheme Mandate Limit and re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

### **RESPONSIBILITY OF THE DIRECTORS**

This 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 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 circular misleading.

### **RECOMMENDATION**

The Directors are of the opinion that the proposals for refreshment of General Mandates, refreshment of Repurchase Mandate, refreshment of Scheme Mandate Limit and re-election of the Directors are in the best interests of the Company and the Shareholders as a whole, and accordingly the Board recommends you to vote in favour of the relevant resolutions to be proposed at the AGM.

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

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

*This section includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate.*

## **1. LISTING RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association of the Company and the laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2016 (being the date of its latest audited accounts), the Directors consider that there will not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 15,700,688,940 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,570,068,894 Shares.

## **4. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles of Association of the Company.

**6. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The shareholding structure of the Company as at the Latest Practicable Date and the shareholding structure of the Company upon full exercise of the Repurchase Mandate are illustrated as follows:

	<b>As at the Latest Practicable Date</b>		<b>Immediately after full exercise of the Repurchase Mandate</b>	
	<i>Number of issued Shares held</i>	<i>Approximate %</i>	<i>Number of issued Shares held</i>	<i>Approximate %</i>
<b>Substantial Shareholder</b>				
Mr. Zhang Yongdong ( <i>Note 1</i> )	4,194,780,000	26.72%	4,194,780,000	29.69%
<b>Director</b>				
Ms. Chow Mun Yee	6,048,000	0.04%	6,048,000	0.04%
Public Shareholders	<u>11,499,860,940</u>	<u>73.24%</u>	<u>9,929,792,046</u>	<u>70.27%</u>
<b>Total</b>	<u><u>15,700,688,940</u></u>	<u><u>100.00%</u></u>	<u><u>14,130,620,046</u></u>	<u><u>100.00%</u></u>

*Note 1:* These Shares were held by Galaxy Strategic Investment Co. Ltd., a company wholly-owned by Mr. Zhang Yongdong. Of which 2,615,069,000 Shares were in short position to Shanghai Guotai Junan Securities Asset Management Co., Ltd.\* (上海國泰君安證券資產管理有限公司, “Shanghai Guotai”) and Guotai Junan Securities Co., Ltd.\* (國泰君安證券股份有限公司, “Guotai”). Shanghai Guotai is a trustee of (i) a trust in which Guangdong Bank Holdings Co., Ltd.\* (廣東銀行股份有限公司) is a beneficiary of 862,069,000 Shares; (ii) a trust in which China Zheshang Bank Co., Ltd. is a beneficiary of 898,000,000 Shares; and (iii) a trust in which Shen Zhen Rongtong Capital Management Co., Ltd. is a beneficiary of 855,000,000 Shares. Guotai is the ultimate holding company of Shanghai Guotai and is deemed to be interested in 2,615,069,000 Shares through Shanghai Guotai described above.

\* *for identification purpose only*

So far as is known to, or can be ascertained after reasonable enquiry by, the Directors, there was no other person who was entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company as at the Latest Practicable Date. Save as disclosed above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. Further, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage pursuant to Rules 8.08 of the Listing Rules, which is currently 25% of the entire issued share capital of the Company.

## **7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

**8.      SHARE REPURCHASE MADE BY THE COMPANY**

During the year, neither the Company nor any of its subsidiaries repurchased any of its securities in the previous six months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

**9.      SHARE PRICE**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:

	<b>Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
July	0.530	0.385
August	0.640	0.390
September	0.640	0.500
October	0.600	0.520
November	0.550	0.455
December	0.520	0.480
<b>2017</b>		
January	0.510	0.460
February	0.550	0.445
March	0.560	0.480
April	0.520	0.480
May	0.600	0.445
June	0.580	0.465
July (up to the Latest Practicable Date)	0.530	0.490

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The followings are the particulars of the Directors proposed for re-election at the Annual General Meeting.*

### EXECUTIVE DIRECTORS

**Mr. Yang Haoying (“Mr. Yang”)**, aged 38, joined the Company in August 2016 and was appointed as Executive Director in October 2016 and re-designated as Chief Operating Officer in January 2017. Mr. Yang currently also serves as the Chief Investment Officer and a director of certain subsidiaries of the Company. Mr. Yang holds a Master’s degree in IMBA (Financial) from Shanghai Jiaotong University and a Bachelor’s degree in Mechanical Engineering and Automation from Jilin University in China. Mr. Yang has over 12 years of experience in corporate finance, asset management and private equity in Hong Kong and China. Mr. Yang led the private equity department Shenzhen team in Pingan Trust Co., Ltd, and served as a managing director of the private equity department in an asset management company. Mr. Yang acted as a managing director of the private equity department in Mason Group Holdings Limited (formerly known as Mason Financial Holdings Limited, Stock Code: 273) which is a company listed on the main board of the Stock Exchange from September 2015 to August 2016.

Save as disclosed, Mr. Yang did not hold directorship in any other listed public companies in the last three years. Mr. Yang is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Yang does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Yang did not entered into any service contract with the Company and his appointment as a Director is subject to rotation requirements under the Articles. Mr. Yang has received a remuneration of approximately HK\$1,232,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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. Yang and there is no other matter that needs to be brought to the attention of the Shareholders.

**Ms. Chow Mun Yee (“Ms. Chow”)**, aged 42, joined the Company’s accounts and company secretarial department in December 2010 and was appointed as Executive Director in February 2011. Ms. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a fellow member of the Association of Chartered Certified Accountants and holds a Bachelor (Hons) degree in Business Administration from The Chinese University of Hong Kong. Ms. Chow was also appointed as Company Secretary in March 2011. Prior to joining the Company, Ms. Chow has over 13 years of experience in accounting and auditing at an international accounting firm and has extensive experience in financial services, investment and property development.

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Ms. Chow did not hold directorship in any other listed public companies in the last three years. Ms. Chow is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Ms. Chow has a corporate interest of 6,048,000 Shares and 100,000,000 Share Options granted on 23 April 2015 but have not been exercised as at the Latest Practicable Date within the meaning of Part XV of the SFO.

Ms. Chow did not enter into any service contract with the Company and her appointment as a Director is subject to the rotational retirement requirements under the Articles. Ms. Chow has received a remuneration of approximately HK\$753,000 for the year ended 31 March 2017, which was determined in accordance with her experience and contributions to the Company.

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 Ms. Chow and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Wang Xiaodong** (“**Mr. Wang**”), aged 30, joined the Company in September 2016. Mr. Wang was appointed as Executive Director in October 2016. Mr. Wang currently serves as the Chief Financial Officer of the Company and a director of certain subsidiaries of the Company. Mr. Wang holds a Bachelor’s degree in Finance from Shanghai University of Finance and Economics and attained professional stage of the National Uniform CPA Examination of China. Mr. Wang has over 7 years of experience in auditing, investment, corporate merger and acquisition and capital market financing. Mr. Wang started his career in PricewaterhouseCoopers and has subsequently held various managerial and senior executive positions in the investment arm of several listed companies in Hong Kong.

Mr. Wang did not hold directorship in any other listed public companies in the last three years. Mr. Wang is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Wang does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Wang did not entered into any service contract with the Company and his appointment as a Director is subject to rotation requirements under the Articles. Mr. Wang has received a remuneration of approximately HK\$872,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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. Wang and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Zhao Tong** (“**Mr. Zhao**”), aged 34, joined the Company in September 2016 and was appointed as Executive Director in October 2016. Mr. Zhao holds a Bachelor’s degree in Finance from the University of Manchester, United Kingdom. Mr. Zhao has over 10 years of experience in finance, investment, asset management and risk management in Hong Kong and the United Kingdom. Mr. Zhao started his career in FTSE Group, United Kingdom in 2006 and joined J.P. Morgan Asset Management in 2012 and held various managerial positions.



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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Zhao did not hold directorship in any other listed public companies in the last three years. Mr. Zhao is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Zhao does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Zhao did not entered into any service contract with the Company and his appointment as a Director is subject to rotation requirements under the Articles. Mr. Zhao has received a remuneration of approximately HK\$679,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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. Zhao and there is no other matter that needs to be brought to the attention of the Shareholders.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Cheung Wing Ping (“Mr. Cheung”)**, aged 50, was appointed as an Independent Non-executive Director of the Company in August 2013. Mr. Cheung has over 20 years of experience in auditing and accounting fields. He holds a Bachelor’s degree in Accountancy with honours from City University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Mr. Cheung is currently an independent non-executive director of (i) China Youyun Tech Group Limited (formerly known as China Opto Holdings Limited, Stock Code: 1332), (ii) China Innovative Finance Group Limited (Stock Code: 412) and Enerchina Holdings Limited (Stock Code: 622). Mr. Cheung was an executive director of Mason Group Holdings Limited (formerly known as Mason Financial Holdings Limited, Stock Code: 273) from July 2013 to September 2016. All these companies are listed on the main board of the Stock Exchange.

Save as disclosed, Mr. Cheung did not hold directorship in any other listed public companies in the last three years. Mr. Cheung is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Cheung does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Cheung did not enter into any service contract with the Company and his appointment as a Director is subject to the rotational retirement requirements under the Articles. Mr. Cheung has received a remuneration of HK\$120,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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. Cheung as an Independent Non-executive Director of the Company and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Fung Tze Wa (“Mr. Fung”)**, aged 60, was appointed as an Independent Non-executive Director of the Company in January 2017. Mr. Fung 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, Mr. Fung did not hold directorship in any other listed public companies in the last three years. Mr. Fung is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Fung does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Fung did not enter into any service contract with the Company and his appointment as a Director is subject to the rotational retirement requirements under the Articles. Mr. Fung has received a remuneration of HK\$22,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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 as an Independent Non-executive Director of the Company and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Wu Keli (“Mr. Wu”)**, aged 49, was appointed as an Independent Non-executive Director of the Company in October 2016. Mr. Wu holds a Master’s degree and a Bachelor’s degree in Economics from the Capital University of Economics and Business in China. Mr. Wu has extensive experience in the regulation and development of the financial services industry in China. Mr. Wu started his career in the China Securities Regulatory Commission and served in various supervisory divisions, including public offering supervision and fund and intermediary supervision. Mr. Wu then joined Zhengzhou Commodity Exchange in China and held management positions overseeing new contract listing, market and strategy development of futures and commodity options. Mr. Wu then moved to Henan Rail Group Company Limited\* (河南中瑞集團有限公司), a company engaged in large scale commodity supply chain trading and financing, and served as Deputy Chairman and Chief Risk Officer. Since 2015, Mr. Wu has served as an executive director of Foretrade Investment Management Company\* (遠易重道投資管理公司), responsible for its whole operation.

Mr. Wu did not hold directorship in any other listed public companies in the last three years. Mr. Wu is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Wu does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

\* *for identification purpose only*

Mr. Wu did not entered into any service contract with the Company and his appointment as a Director is subject to rotation requirements under the Articles. Mr. Wu has received a remuneration of HK\$54,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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. Wu and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Xu Zhiguang (“Mr. Xu”)**, aged 52, was appointed as an Independent Non-executive Director of the Company in January 2017. Mr. Xu 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 directorship in any other listed public companies in the last three years. Mr. Xu is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Xu does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Xu did not entered into any service contract with the Company and his appointment as a Director is subject to rotation requirements under the Articles. Mr. Xu has received a remuneration of HK\$22,000 for the year ended 31 March 2017, which was determined in accordance with his experience and contributions to the Company.

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 is no other matter that needs to be brought to the attention of the Shareholders.

\* *for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Freeman FinTech Corporation Limited (the “Company”) will 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, 5 September 2017 at 4:00 p.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

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 2017.
2. To re-elect Mr. Yang Haoying as an Executive Director of the Company.
3. To re-elect Ms. Chow Mun Yee as an Executive Director of the Company.
4. To re-elect Mr. Wang Xiaodong as an Executive Director of the Company.
5. To re-elect Mr. Zhao Tong as an Executive Director of the Company.
6. To re-elect Mr. Cheung Wing Ping as an Independent Non-executive Director of the Company.
7. To re-elect Mr. Fung Tze Wa as an Independent Non-executive Director of the Company.
8. To re-elect Mr. Wu Keli as an Independent Non-executive Director of the Company.
9. To re-elect Mr. Xu Zhiguang as an Independent Non-executive Director of the Company.
10. To authorise the Board to fix the remuneration of Directors of the Company.
11. To re-appoint Crowe Howath (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

To consider and, if thought fit, passing the following resolutions as ordinary resolutions:

12. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20 per cent. of the total number of the issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law or the Articles of Association of the Company to be held; and
- (c) the revocation on variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

13. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors of the Company;
- (iii) the aggregate amount of share capital of the Company which are authorised to be repurchased by the Directors of the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; and
  - (c) the revocation on variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
14. “**THAT** conditional on the passing of the Resolutions numbered 12 and 13 set out in the notice of the annual general meeting at which this Resolution is considered, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the Resolution No. 12 set out in the said notice be and is hereby extended by the addition to the aggregate amount of the share capital of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution No. 13.”
15. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options under the share option scheme adopted by the Company on 31 August 2012 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10 per cent. of the shares of the Company in issue as at the date of passing this Resolution (the “Refreshed Limit”) and that the Directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 28 July 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Sunday, 3 September 2017 or not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
5. A form of proxy for use at the AGM is enclosed herewith.

*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