
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



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 CIRCULAR
DATED 28 JULY 2017 TO SHAREHOLDERS RELATING TO
PROPOSED RE-ELECTION OF THE DIRECTORS AT
ANNUAL GENERAL MEETING AND SUPPLEMENTAL
NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular (the “Circular”) issued by Freeman FinTech Corporation Limited (the “Company”) to the shareholders of the Company dated 28 July 2017 and the notice convening 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) on Tuesday, 5 September 2017 at 4:00 p.m. (the “AGM”). A revised form of proxy (the “Revised Proxy Form”) is also enclosed with this supplemental circular for use at the AGM. The Revised Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith.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 AGM in person, you are requested to complete and return the accompanying 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, 3 September 2017 or not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of a Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjourned meetings in person if you so wish.

CONTENTS

	<i>Page</i>
LETTER FROM THE BOARD	2
APPENDIX I - INFORMATION OF MR. AN	5
APPENDIX II - SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM	6
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	7

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

Independent Non-executive Directors:

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

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*

38th Floor
Bank of China Tower
1 Garden Road
Hong Kong

15 August 2017

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO CIRCULAR
DATED 28 JULY 2017 TO SHAREHOLDERS RELATING TO
PROPOSED RE-ELECTION OF THE DIRECTORS AT
ANNUAL GENERAL MEETING AND SUPPLEMENTAL
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 28 July 2017 (the “Circular”) which contains, among others, information relating to the re-election of the Directors at 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) on Tuesday, 5 September 2017 at 4:00 p.m. (the “AGM”).

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of the Directors, and to give you a supplemental notice of AGM and the Revised Proxy Form (as defined below). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Circular.

RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 8 August 2017 (the “Announcement”) in relation to resignation and appointment of Independent Non-executive Directors and change of composition of board committees. Details of such resignation and appointment have been set out in the Announcement. Reference is also made to the announcement dated 25 January 2017 in relation to the appointment of Mr. Xu Zhiguang (“Mr. Xu”) as an Independent Non-executive Director. Mr. Xu shall be subject to re-election by the Shareholders at the AGM. Mr. Xu will offer himself for re-election as an Independent Non-executive Director at the AGM pursuant to the Article 95 of the Articles. Mr. Xu resigned as an Independent Non-executive Director on 8 August 2017, and he will no longer seek for re-election at the AGM. Mr. An Dong (“Mr. An”), who was appointed as an Independent Non-executive Director on 8 August 2017, will hold office until the AGM and, being eligible, offer himself for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at the relevant general meeting. The requisite details of Mr. An are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF AGM AND THE REVISED PROXY FORM

The AGM 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. as originally scheduled. A supplemental notice of AGM is set out on pages 7 to 8 of this supplemental circular. The original ordinary resolution numbered 9 in the notice of AGM sent to the Shareholders on 28 July 2017 (the “First AGM Notice”) will be amended to withdraw re-election of Mr. Xu and to include the additional resolution for re-election of Mr. An as an Independent Non-executive Director. Save as disclosed, all the resolutions proposed in the First AGM Notice will remain unchanged and the Circular and the First AGM Notice remain valid.

As a result of the addition of the Independent Non-executive Director to retire and offer for re-election at the AGM subsequent to the despatch of the Circular and the accompanying form of proxy (the “First Proxy Form”), a new form of proxy (the “Revised Proxy Form”) is prepared and is enclosed with this supplemental circular.

LETTER FROM THE BOARD

Special arrangements about completion and submission of the Revised Proxy Form are set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM 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 at the AGM or any adjourned meetings in person if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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 recommendations contained in the Circular, upon recommendation by the Company's Nomination Committee, the Board also recommends Mr. An to stand for re-election as an Independent Non-executive Director in view of his experience and qualifications. Accordingly, the Board recommends you to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

No Shareholder is required to abstain from voting on the resolutions to be proposed in the AGM.

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

Pursuant to the Listing Rules, the particulars of Mr. An, who will retire and offer himself for re-election at the AGM, are provided as follows:

MR. AN DONG (“MR. AN”)

Mr. An, aged 46, has been appointed as an Independent Non-executive Director on 8 August 2017. Mr. An holds a Master’s degree in Laws from the China University of Political Science and Law, and has participated in the Private Equity Investment Program of Peking University HSBC Business School. Mr. An holds the Lawyer’s License of People’s Republic of China, and the Professional Qualifications Certificate (intermediate level) issued by the China General Chamber of Commerce.

Mr. An has extensive experience in legal affairs in corporate and banking sector, and he is specialised in asset restructuring, equity transfer, merger and acquisition, share issuance, real estate operation and investment, private equity management, and financial and economic litigation. Mr. An joined BEIJING BAIRUI LAW FIRM (SHENZHEN)* (北京市百瑞(深圳)律師事務所) as a partner since December 2008 and also served as general manager of Shenzhen Both Coasts Investment management co., LTD* (深圳兩岸投資管理有限公司). Mr. An did not hold any directorship in any listed public companies in the last three years.

Mr. An 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. An with the Company will be subject to rotation requirements and re-election pursuant to the Articles. Mr. An does not hold any position in any subsidiaries of the Company as of the date of this supplemental circular.

Mr. An is not connected to any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. An 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. An and there is no other matter that needs to be brought to the attention of the Shareholders.

* *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 Company's branch share registrar and transfer office in Hong Kong is required to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy/proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar and transfer office in Hong Kong. A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (i) if no Revised Proxy Form is lodged with the Company's branch share registrar and transfer office 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 his/her/its discretion or to abstain from voting on any resolution properly put to the AGM including the resolution in relation to the re-election of Mr. An as an Independent Non-executive Director;
- (ii) if the Revised Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong not later than 4:00 p.m. on Sunday, 3 September 2017 or not less than 48 hours before the time appointed for holding the AGM (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 such Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the appointment of proxy 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 such 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 had been lodged with the Company's branch share registrar and transfer office in Hong Kong.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting at the AGM or any adjourned meetings in person if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked. Shareholders who have appointed or intend to appoint proxy/proxies to attend at the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL 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)

THIS NOTICE is supplemental to the notice of annual general meeting dated 28 July 2017 (the “First Notice of AGM”) and given by Freeman FinTech Corporation Limited (the “Company”) to convene the annual general meeting of the Company (the “AGM”) 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.. Details of the proposed resolutions to be considered at the AGM were stated in the First Notice of AGM.

Due to the matters as set out in the supplemental circular (the “Supplemental Circular”) of the Company dated 15 August 2017, the following resolution numbered 9 as set out in the First Notice of AGM should be revised from:

“9. To re-elect Mr. Xu Zhiguang as an Independent Non-executive Director of the Company.”

to

“9. To re-elect Mr. An Dong as an Independent Non-executive Director of the Company.”

Save as set out above, all resolutions contained in the First Notice of AGM will remain to have full force and effect.

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

Hong Kong, 15 August 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A revised form of proxy (the “Revised Proxy Form”) is enclosed with the Supplemental Circular. Please refer to the Appendix II to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the First Notice of AGM for details of the other ordinary resolutions to be proposed at the AGM 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. An Dong
Mr. Cheung Wing Ping
Mr. Fung Tze Wa
Mr. Wu Keli