



# 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)

### REVISED PROXY FORM

Revised form of proxy for the Annual General Meeting 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.

I/We (not 1) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (note 2) \_\_\_\_\_ shares of HK\$0.001 each in the capital of Freeman FinTech Corporation Limited (the "Company") hereby appoint (note 3) \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without modifications) as hereunder indicated and in respect of any other matters to be considered in the meeting.

	RESOLUTIONS	FOR (note 4)	AGAINST (note 4)
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. An Dong as an Independent Non-executive Director of the Company.		
10.	To authorise the Board to fix the remuneration of Director 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.		
12.	To grant a general mandate to the Directors to allot, issue and deal with new shares not exceeding 20 per cent. of the issued share capital of the Company.		
13.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
14.	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.		
15.	To approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme.		

Dated this day of \_\_\_\_\_, 2017 Signatures (note 7) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this revised form of proxy, together with 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 branch share registrar of the Company, 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 appointed for the holding of the meeting or any adjourned meeting.
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- This revised form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this revised form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alteration to this revised form of proxy must be initialled by the person who signs it.

**IMPORTANT:** A Shareholder who has already lodged the proxy form which was sent together with the notice convening the Meeting dated 28 July 2017 (the "First Proxy Form") with the Company's branch share registrar and transfer office in Hong Kong should note that:

- 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;
- 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
- 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Revised Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.