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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 Wednesday, 5 September 2018 at 4:00 p.m. is set out on pages 17 to 21 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 Monday, 3 September 2018 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.

30 July 2018

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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) on Wednesday, 5 September 2018 at 4:00 p.m., the notice of which is set out on pages 17 to 21 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”	24 July 2018, 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
“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
“2017 AGM”	the annual general meeting of the Company held on 5 September 2017
“%” 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. Ye Ye (*Chairman*)  
Mr. Yang Haoying (*Chief Executive Officer*)  
Mr. Pun Hong Hai (*Chief Operating Officer*)  
Ms. Chow Mun Yee  
Mr. Zhao Tong

*Registered Office:*

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

*Independent Non-executive Directors:*

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

*Principal Place of Business  
in Hong Kong:*

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

30 July 2018

*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**

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## LETTER FROM THE BOARD

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### 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% 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 2017 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 3,140,137,788 Shares (the “2017 General Mandates”).

In August 2017, the Company entered into a subscription agreement with a subscriber in relation to the subscription of the convertible bonds of the Company under 2017 General Mandates for 1,028,235,294 conversion shares at conversion price of HK\$0.425 per conversion share. In September 2017, the convertible bonds in the principal amount of HK\$437,000,000 were issued by the Company to the subscriber. In May 2018, HK\$7,803,000 conversion rights attaching to the convertible bonds were exercised and 18,360,000 Shares were issued. As at the Latest Practicable Date, no conversion rights attaching to the remaining convertible bonds in the principal amount of HK\$429,197,000 issued by the Company to the subscriber has been exercised. Details of the issue of secured convertible bonds under 2017 General Mandates were set out in the announcements of the Company dated 24 August 2017 and 12 September 2017.

Assuming the exercise in full or the conversion rights attaching to the convertible bonds at the initial conversion price of HK0.425 per conversion share, a total of 1,028,235,294 conversion shares will be issued out of the 2017 General Mandates. The Company has the power to further issue up to 2,111,902,494 Shares from the Latest Practicable Date until the date of the AGM. 2017 General Mandates has not yet been fully utilised up to the Latest Practicable Date.

The 2017 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 15,681,761,881. 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 3,136,352,376 Shares under the proposed Issue Mandate.

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## LETTER FROM THE BOARD

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### REFRESHMENT OF REPURCHASE MANDATE

The general mandate granted at 2017 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 1,570,068,894 Shares (“2017 Repurchase Mandate”).

In December 2017, the Company repurchased an aggregate of 55,640,000 Shares under 2017 Repurchase Mandate at a price range from HK\$0.435 to HK\$0.500 per repurchased Share. The Company has the power to further repurchase up to 1,514,428,894 Shares from the Latest Practicable Date until the date of the AGM. 2017 Repurchase Mandate has not yet been fully utilised up to the Latest Practicable Date.

The 2017 Repurchase Mandate 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 15,681,761,881. 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 1,568,176,188 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.

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## LETTER FROM THE BOARD

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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.

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 2017 AGM, the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 1,570,068,894 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting (the “2017 Scheme Mandate Limit”). 1,266,815,134 Share Options were granted by the Company on 20 July 2018 but have not yet been exercised. The Company has the power to further grant 303,253,760 Share Options from the Latest Practicable Date until the date of the AGM. 2017 Scheme Mandate Limit has not yet been fully utilised up to the Latest Practicable Date.

Saved as disclosed above and except for a total of 1,955,090,954 Share Options (representing 12.47% 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 15,681,761,881 Shares in issue 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 1,568,176,188 Shares, representing 10% of the total issued capital of the Company as at the Latest Practicable Date.

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, Mr. An Dong, Mr. Fung Tze Wa and Mr. Wu Keli will retire and, being eligible, offer themselves for re-election at the AGM.

Reference is made to the announcement dated 19 January 2018 in relation to the appointment of Mr. Ye Ye (“Mr. Ye”) as Executive Director. Reference is also made to the announcement dated 10 July 2018 in relation to the appointment of Mr. Pun Hong Hai (“Mr. Pun”) as Executive Director. Mr. Ye and Mr. Pun shall be subject to re-election by the Shareholders at the AGM. Mr. Ye and Mr. Pun will offer themselves for re-election as 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 17 to 21 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 Monday, 3 September 2018 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.

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.

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## LETTER FROM THE BOARD

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### 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**  
**Ye Ye**  
*Chairman*

*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 2017 (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 15,681,761,881 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 1,568,176,188 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</i>	<i>Approximate %</i>	<i>Number of issued Shares</i>	<i>Approximate %</i>
	<i>held</i>		<i>held</i>	
<b>Substantial Shareholder</b>				
Mr. Zhang Yongdong ( <i>Note 1</i> )	2,522,802,812	16.09%	2,522,802,812	17.87%
<b>Director</b>				
Ms. Chow Mun Yee	8,000	0.00%	8,000	0.00%
Public Shareholders	13,158,951,069	83.91%	11,590,774,881	82.13%
<b>Total</b>	<u>15,681,761,881</u>	<u>100.00%</u>	<u>14,113,585,693</u>	<u>100.00%</u>

*Note 1:* These Shares were held by Galaxy Strategic Investment Co. Ltd., a company wholly-owned by Mr. Zhang Yongdong, of which 1,595,746,000 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 a trust in which SHANGHAI HARFOR LEAD ASSET MANAGEMENT CO., LTD (上海華富利得資產管理有限公司) is a beneficiary of 1,595,746,000 Shares. Guotai is the ultimate holding company of Shanghai Guotai and is deemed to be interested in 1,595,746,000 Shares through Shanghai Guotai described above.

\* *for identification purpose only*

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**APPENDIX I      EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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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, the Company repurchased the following shares on the Stock Exchange:

Month of Share repurchase	Number of repurchased Shares	Price per Share		Aggregate Price Paid  HK\$
		Highest	Lowest	
		HK\$	HK\$	
December 2017	55,640,000	0.500	0.435	26,414,500.00

The Shares repurchased were cancelled on 10 January 2018. Save as disclosed herein, 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>2017</b>		
July	0.530	0.490
August	0.510	0.475
September	0.520	0.435
October	0.495	0.445
November	0.500	0.430
December	0.550	0.420
<b>2018</b>		
January	1.000	0.470
February	2.070	0.930
March	1.840	1.300
April	1.460	0.880
May	1.180	0.072
June	0.124	0.086
July (up to the Latest Practicable Date)	0.120	0.078

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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. Ye Ye (“Mr. Ye”)**, aged 53, was appointed as an Executive Director of the Company and Chairman of the Board in January 2018. Mr. Ye currently also serves as a director of certain subsidiaries of the Company. Mr. Ye holds a Master’s degree in Business Administration from Peking University, and a Master’s degree in Industrial Economics from Zhongnan University of Economics and Law. Mr. Ye has extensive experience in financial service sector, including securities and futures brokerage, underwriting, corporate finance advisory, investment banking, assets management and funds management. Prior to joining the Group, Mr. Ye was the president of Changjiang Securities Company Limited (“Changjiang Securities”, shares of which are listed on Shenzhen Stock Exchange, Stock Code: 000783) from April 2011 to March 2015. Mr. Ye then joined the board of directors of Changjiang Securities as director since August 2011 to March 2015. He was also the chairman of Chang Xin Asset Management Co., Ltd.\* (長信基金管理有限責任公司) from June 2015 to June 2016 and executive vice president of Shengang Securities Company Limited from August 2016 to December 2016 and chairman of the supervisory board of Shengang Securities Company Limited from December 2016 to June 2017.

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

Mr. Ye 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. He is entitled to a director’s fee of HK\$4,000,000 per annum as determined by the Board by reference to his background, duties and responsibilities with the Company and the prevailing market situation. Mr. Ye has received a remuneration of approximately HK\$217,000 for his services as the Director since his appointment on 19 January 2018 to 31 March 2018.

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

\* *for identification purpose only*

**Mr. Pun Hong Hai (“Mr. Pun”)**, aged 40, joined Freeman Securities Limited (a wholly-owned subsidiary of the Company) as Chief Executive Officer in October 2016 and a director of certain subsidiaries of the Company. Mr. Pun was appointed as Executive Director and Chief Operating Officer of the Company in July 2018. Mr. Pun holds a Master’s degree in China Business Studies from Hong Kong Polytechnic University and a Bachelor’s degree in Commerce from The University of Auckland. Mr. Pun has over 16 years of experience in securities and futures, corporate finance and other various financial services. Prior to joining the Group, Mr. Pun held important management positions in several securities companies, including Haitong International Securities Group Limited (Stock Code: 665), Bright Smart Securities & Commodities Group Limited (Stock Code: 1428), Guoco Group Limited (Stock Code: 53) and Mason Group Holdings Limited (Stock Code: 273). These companies are listed on the Main Board of the Stock Exchange.

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

Mr. Pun did not enter into any service contract with the Company and his appointment as a Director is subject to rotational retirement requirements under the Articles. He is entitled to a director’s fee and allowances of HK\$2,960,000 per annum as determined with reference to his background, duties and responsibilities with the Company and the prevailing market situation.

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

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. An Dong (“Mr. An”)**, aged 47, was appointed as an Independent Non-executive Director of the Company in 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).

\* *for identification purpose only*



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

Mr. An 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. An has received a remuneration of HK\$120,000 for the year ended 31 March 2018, 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. An and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Fung Tze Wa (“Mr. Fung”)**, aged 61, 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, Imperium Group Global Holdings Limited (Stock Code: 776) since 2012 and Sheng Yuan Holdings Limited (Stock Code: 851) since 2018. 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\$120,000 for the year ended 31 March 2018, 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 and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Wu Keli (“Mr. Wu”)**, aged 50, 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. Mr. Wu then served as an executive director of Foretrade Investment Management Company Limited\* (遠易重道投資管理有限責任公司), responsible for its whole operation. He then acted as a president of Tianjin Bohai Commodity Exchange Company Limited\* (天津渤海商品交易所股份有限公司). Since June 2018, Mr. Wu has acted as a president of a supply chain management company in China.

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.

Mr. Wu did not enter into any service contract with the Company and his appointment as a Director is subject to rotational retirement requirements under the Articles. Mr. Wu has received a remuneration of HK\$120,000 for the year ended 31 March 2018, 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.

\* *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 Wednesday, 5 September 2018 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 2018.
2. To re-elect Mr. Ye Ye as an Executive Director of the Company.
3. To re-elect Mr. Pun Hong Hai as an Executive Director of the Company.
4. To re-elect Mr. An Dong as an Independent Non-executive Director of the Company.
5. To re-elect Mr. Fung Tze Wa as an Independent Non-executive Director of the Company.
6. To re-elect Mr. Wu Keli as an Independent Non-executive Director of the Company.
7. To authorise the Board of Directors to fix the remuneration of Directors of the Company.
8. To re-appoint Crowe (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:

9. **“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 or 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).”

10. **“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.”
11. “**THAT** conditional on the passing of the Resolutions numbered 9 and 10 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 numbered 9 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 numbered 10.”
12. “**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**  
**Ye Ye**  
*Chairman*

Hong Kong, 30 July 2018

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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 Monday, 3 September 2018 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. Ye Ye (*Chairman*)  
Mr. Yang Haoying (*Chief Executive Officer*)  
Mr. Pun Hong Hai (*Chief Operating Officer*)  
Ms. Chow Mun Yee  
Mr. Zhao Tong

*Independent Non-executive Directors:*

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