
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

(Provisional Liquidators Appointed)

民眾金融科技控股有限公司

(已委任臨時清盤人)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

PROPOSALS FOR REFRESHMENT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Freeman FinTech Corporation Limited to be held at Lecture Hall, 4/F, Duke of Windsor Social Service Building, Wanchai, Hong Kong on Thursday, 1 April 2021 at 4:00 p.m. (the "AGM") is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, 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 Tuesday, 30 March 2021 or not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjourned meetings in person if you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the outbreak of COVID-19 pandemic, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of the Shareholders, Directors, staff and other participants, the Company encourages Shareholders to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions in lieu of attending the AGM in person.

Shareholders and other participants attending the AGM should note that the Company will implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM, including but not limited to:

- (a) Compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the AGM venue;
- (b) All attendees are requested to wear surgical face masks throughout the meeting. Person without wearing a surgical face mask will not be permitted access to the AGM venue;
- (c) All attendees are requested to either use the "LeaveHomeSafe" mobile app or register contact details at the entrance of the AGM venue. Contact details collected will be destroyed 31 days after the AGM;
- (d) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; (ii) he/she is subject to any compulsory quarantine prescribed by the Hong Kong Government; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds affirmatively to any of these questions will be denied entry into the AGM venue and will not be allowed to attend the AGM;
- (e) Appropriate distance and space will be maintained and as such, the Company may limit the number of attendees at the AGM as appropriate; and
- (f) The Company will not distribute corporate gifts or provide refreshments.

Depending on the development of the COVID-19, the Company may implement further precautionary measures and may make relevant adjustments and arrangements for the AGM and will issue further announcement as appropriate.

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DEFINITIONS

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 Lecture Hall, 4/F, Duke of Windsor Social Service Building, Wanchai, Hong Kong on Thursday, 1 April 2021 at 4:00 p.m., the notice of which is set out on pages 15 to 19 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 (Provisional Liquidators Appointed) (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

DEFINITIONS

“Latest Practicable Date”	1 March 2021, 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
“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
“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\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	(a) holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buybacks
“%” or “per cent.”	percentage or per centum
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



FREEMAN FINTECH CORPORATION LIMITED

(Provisional Liquidators Appointed)

民眾金融科技控股有限公司

(已委任臨時清盤人)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

Executive Directors:

Mr. Choi Wai Hong, Clifford

Mr. Yau Pak Yue

Non-executive Directors:

Ms. Ang Mei Lee Mary

Mr. Chung Wai Man

Independent Non-executive Directors:

Mr. An Dong

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:

13/F, Fortis Tower,

77-79 Gloucester Road,

Wanchai, Hong Kong

3 March 2021

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR REFRESHMENT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of (i) the proposed Issue Mandate and the proposed Repurchase Mandate and the Extension Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the explanatory statement regarding the Repurchase Mandate; (iii) the proposed re-election of Directors; and (iv) the AGM Notice.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATES AND REPURCHASE MANDATE

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the forthcoming AGM. The Directors intend to put forward to the Shareholders ordinary resolutions at the AGM to renew the general mandates so as to give Directors general authority:

- (i) to allot, issue and otherwise deal with new Shares with 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; and
- (ii) 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 1,868,176,188. Assuming that no further Shares are repurchased or 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 373,635,237 Shares under the proposed Issue 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.

RE-ELECTION OF DIRECTORS

Pursuant to Article 112 of the Articles, Mr. Wu Keli will retire and, being eligible, offer himself for re-election at the AGM.

References are made to the announcements dated 2 July 2020, 19 November 2020 and 18 December 2020 in relation to the appointment of Mr. Choi Wai Hong, Clifford (“Mr. Choi”) and Mr. Yau Pak Yue (“Mr. Yau”) as Executive Directors and Ms. Ang Mei Lee Mary (“Ms. Ang”) and Mr. Chung Wai Man (“Mr. Chung”) as Non-executive Directors. Mr. Choi, Mr. Yau, Ms. Ang and Mr. Chung shall be subject to re-election by the Shareholders at the AGM. Mr. Choi and Mr. Yau will offer themselves for re-election as Executive Directors and Ms. Ang and Mr. Chung will offer themselves for re-election as 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 Appendix II of this circular.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Notice of AGM is set out on pages 15 to 19 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, 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 Tuesday, 30 March 2021 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 to issue and repurchase shares 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 to issue and repurchase shares 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.

LETTER FROM THE BOARD

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:12 p.m. on 28 February 2020 and will remain suspended pending fulfilment of the Resumption Guidance and any supplement or modification thereto.

By Order of the Board
Freeman FinTech Corporation Limited
(Provisional Liquidators Appointed)
Choi Wai Hong, Clifford
Executive Director

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, the Listing Rules and the laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2020 (being the date of its latest audited accounts), there is no working capital to carry out the proposed repurchase as at the date of this circular. On 28 February 2020, the High Court ordered that Messrs. Lai Kar Yan (Derek) and Ho Kwok Leung Glen of Deloitte Touche Tohmatsu be appointed as provisional liquidators of the Company (the “Provisional Liquidators”). On 10 September 2020, the Company, the Provisional Liquidators and the investor entered into a restructuring deed, pursuant to which the Company will undergo a proposed restructuring. Upon completion of the proposed restructuring, the Directors will reassess if there will be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchase is to be carried out in full.

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 1,868,176,188 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 186,817,618 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:

	As at the Latest Practicable Date		Immediately after full exercise of the Repurchase Mandate	
	<i>Number of issued Shares held</i>	<i>Approximate%</i>	<i>Number of issued Shares held</i>	<i>Approximate%</i>
Substantial Shareholder				
InterGlobal Trust Limited (<i>Note 1</i>)	300,000,000	16.06%	300,000,000	17.84%
Public Shareholders	<u>1,568,176,188</u>	<u>83.94%</u>	<u>1,381,358,570</u>	<u>82.16%</u>
Total	<u><u>1,868,176,188</u></u>	<u><u>100.00%</u></u>	<u><u>1,681,358,570</u></u>	<u><u>100.00%</u></u>

Note 1: InterGlobal Trust Limited is the sole trustee for Win Faith Trust whose sole beneficiary is Mr. Liang Yahong.

So far as is known to, or can be ascertained after reasonable enquiry by, the Directors, there was no 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

As at the Latest Practicable Date, 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:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
February*	0.125	0.085
March*	N/A	N/A
April*	N/A	N/A
May*	N/A	N/A
June*	N/A	N/A
July*	N/A	N/A
August*	N/A	N/A
September*	N/A	N/A
October*	N/A	N/A
November*	N/A	N/A
December*	N/A	N/A
2021		
January*	N/A	N/A
February* (up to the Latest Practicable Date)	N/A	N/A

* Trading of the Shares on the Stock Exchange has been suspended with effect from 1:12 p.m. on 28 February 2020

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

EXECUTIVE DIRECTORS

Mr. Choi Wai Hong, Clifford, (“**Mr. Choi**”), aged 62, has been appointed as an Executive Director of the Company in November 2020. He obtained a finance degree in finance and accounting from The Victoria University of Manchester, United Kingdom, in 1982. Mr. Choi is a member of (i) The Hong Kong Institute of Certified Public Accountants; (ii) The Institute of Chartered Accountants in England and Wales; (iii) The Association of Chartered Certified Accountants; and (iv) The Taxation Institute of Hong Kong. Mr. Choi currently holds the Hong Kong Institute of Certified Public Accountants Practising Certificate. Mr. Choi joined Price Waterhouse (currently known as PricewaterhouseCoopers) in Hong Kong in January 1983 and departed in July 1992 with his last position as manager. He was subsequently a general manager in DCH MSC (China) Limited, NHK Distribution Company Limited and Porsche Centre Hangzhou respectively from July 1992 to June 1999, July 1999 to December 2003 and January 2004 to August 2012. He then joined Princess Yacht Southern China Limited as a chief executive officer from September 2012 to November 2012 and later on as a director in the NHK Yacht Services division of NHK Distribution Company Limited from 2 December 2012 to August 2017. Mr. Choi then joined Beijing Glory Star Centre Automotive Sales and Service Company Limited* (北京極光星徽汽車銷售服務有限公司) as its general manager from September 2017 to January 2018. He has re-joined NHK Distribution Company Limited since February 2018 and currently serves as its director. Mr. Choi is also an independent non-executive director of Samson Paper Holdings Limited (Provisional Liquidators Appointed) (Stock Code: 731) and Bolina Holding Co., Ltd. (In liquidation) (Stock Code: 1190), companies listed on the Main Board of the Stock Exchange, since 16 July 2020 and 13 January 2021 respectively.

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

Mr. Choi 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. Choi is entitled to a director’s fee and allowances of HK\$35,000 per month 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. Choi and there is no other matter that needs to be brought to the attention of the Shareholders.

* *for identification purposes only*

Mr. Yau Pak Yue (“**Mr. Yau**”), aged 52, was appointed as an Executive Director of the Company in July 2020. Mr. Yau obtained his Bachelor of Commerce (majoring in Accountancy) from the University of Wollongong in Australia. He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited, a state-owned fund management company, from May 2015 to January 2017. Prior to that, he was the chief executive officer of Taiyang International Cold Chain (Group) Limited from March 2014 to July 2014, and a partner at one of the big four international accounting firms from June 2005 to November 2012. He has over 23 years of experience in mergers and acquisitions transaction supports and financial due diligence. Mr. Yau is currently the Executive Director of EWIN Advisory Company Limited. Mr. Yau is also a certified public accountant in Hong Kong and certified practising accountant in Australia. Mr. Yau also served as an independent non-executive director of KEE Holdings Company Limited (Stock Code: 2011, currently renamed as China Apex Group Limited), a company listed on the Main Board of the Stock Exchange from July 2017 to July 2019 and Ascent International Holdings Limited (Stock Code: 264, currently renamed as China International Development Corporation Limited), a company listed on the Main Board of the Stock Exchange from September 2017 to August 2018. Mr. Yau is also a non-executive director of Daisho Microline Holdings Limited (Stock Code: 567) and an independent non-executive director of Fullsun International Holdings Group Co., Limited (Stock Code: 627), companies listed on the Main Board of the Stock Exchange, since 3 September 2020 and 14 December 2020 respectively.

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

Mr. Yau 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. Yau is entitled to a director’s fee and allowances of HK\$35,000 per month 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. Yau and there is no other matter that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS

Ms. Ang Mei Lee Mary (“**Ms. Ang**”), aged 57, has been appointed as a Non-executive Director of the Company by the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) in December 2020. Ms. Ang currently serves as a director of certain subsidiaries of the Company. Ms. Ang graduated from City Polytechnic of Hong Kong (currently known as City University of Hong Kong) and holds a Diploma in Accounting. She has extensive experience in audit, company secretary and corporate finance. Ms. Ang acted as an executive director of Ocean Grand Chemicals Holdings Limited (currently known as Hong Kong Resources Holdings Company Limited) (Stock Code: 2882) from August 2008 to October 2008 and Ocean Grand Holdings Limited (currently known as Zhidao International (Holdings) Limited) (Stock Code: 1220) from September 2008 to January 2012.

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

Ms. Ang 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. Ang is entitled to a director’s fee and allowances of HK\$10,000 per month as determined with reference to her 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 Ms. Ang and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Chung Wai Man (“**Mr. Chung**”), aged 62, has been appointed as a Non-Executive Director by the Provisional Liquidators in December 2020. Mr. Chung currently serves as a director of certain subsidiaries of the Company. Mr. Chung holds a Diploma in Business Management from the Hong Kong Management Association and a Certificate of Bank of China Banking Course. He has over 24 years of experience in finance and business consulting. Mr. Chung started working in The Kwangtung Provincial Bank in 1976, and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub-branch. After his departure from The Kwangtung Provincial Bank, Mr. Chung established Raymond Chung Company in 1996, a finance and business consulting firm for corporations in Hong Kong. In 2004, he set up another consulting firm, Excel Linker Capital (Asia) Limited, to provide similar consultancy services. Due to duplicity of the business nature, Raymond Chung Company was closed in September 2006. In 2009, Mr. Chung applied to deregister Excel Linker Capital (Asia) Limited as he decided to quit the consultancy services market. Mr. Chung acted as an independent non-executive director of United Gene High-

Tech Group Limited (currently known as Innovative Pharmaceutical Biotech Limited) (Stock Code: 399) from March 2007 to May 2009, Fu Ji Food and Catering Services Holdings Limited (currently known as Fresh Express Delivery Holdings Group Co., Limited) (Stock Code: 1175) from June 2011 to July 2013, China Kingstone Mining Holdings Limited (Stock Code: 1380) from February 2013 to July 2015, Fuguiniao Co., Ltd. (Stock Code: 1819, the shares of which were delisted on 26 August 2019) from September 2017 to May 2018, China Taifeng Beddings Holdings Limited (Stock Code: 873, the shares of which were delisted on 21 February 2019) from November 2018 to February 2019 and Centron Telecom International Holding Ltd. (Stock Code: 1155, the shares of which were delisted on 1 December 2020) from April 2018 to February 2020. He acted as an independent non-executive director from January 2009 to August 2013 and a non-executive director from August 2013 to September 2014 of U-RIGHT International Holdings Limited (currently known as Fullsun International Holdings Group Co., Limited) (Stock Code: 627). Since June 2017, Mr. Chung has been an independent non-executive director of China Huishan Dairy Holdings Company (Stock Code: 6863, the shares of which were delisted on 23 December 2019).

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

Mr. Chung 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. Chung is entitled to a director's fee and allowances of HK\$10,000 per month 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. Chung and there is no other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wu Keli (“**Mr. Wu**”), aged 53, 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 is a general manager of a supply chain management company in China.

Save as disclosed, 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 had a corporate interest of 1,568,176 Share Options granted on 6 August 2018. In December 2020, notice was given to Mr. Wu according to the terms of the share option scheme (adopted by the resolution of the Company's shareholders on 31 August 2012) to exercise his share options until close of business on 15 January 2021. As at close of business on 15 January 2021, Mr. Wu did not exercised his Share Options and thus 1,568,176 Share Options granted under the share option scheme has lapsed and are not exercisable. Save as disclosed, 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 the rotational retirement requirements under the Articles. Mr. Wu is entitled to a director's fee and allowances of HK\$20,000 per month as determined with reference to his background, duties and responsibilities with the Company and the prevailing market situation. Following the appointment of the Provisional Liquidators on 28 February 2020, (a) the powers of the Directors have been transferred to and assumed by the Provisional Liquidators; and (b) no current Independent Non-executive Directors has been involved in any affairs of 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.

NOTICE OF ANNUAL GENERAL MEETING



FREEMAN FINTECH CORPORATION LIMITED

(Provisional Liquidators Appointed)

民眾金融科技控股有限公司

(已委任臨時清盤人)

(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 Lecture Hall, 4/F, Duke of Windsor Social Service Building, Wanchai, Hong Kong on Thursday, 1 April 2021 at 4:00 p.m. (the “AGM”) 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 2020.
2. To re-elect Mr. Choi Wai Hong, Clifford as an Executive Director of the Company.
3. To re-elect Mr. Yau Pak Yue as an Executive Director of the Company.
4. To re-elect Ms. Ang Mei Lee Mary as a Non-executive Director of the Company.
5. To re-elect Mr. Chung Wai Man as a 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.

NOTICE OF ANNUAL GENERAL MEETING

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 on variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:12 p.m. on 28 February 2020 and will remain suspended pending fulfilment of the Resumption Guidance and any supplement or modification thereto.

By Order of the Board
Freeman FinTech Corporation Limited
(Provisional Liquidators Appointed)
Choi Wai Hong, Clifford
Executive Director

Hong Kong, 3 March 2021

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.

NOTICE OF ANNUAL GENERAL MEETING

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 and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 30 March 2021 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. Choi Wai Hong, Clifford
Mr. Yau Pak Yue

Non-executive Directors:

Ms. Ang Mei Lee Mary
Mr. Chung Wai Man

Independent Non-executive Directors:

Mr. An Dong
Mr. Fung Tze Wa
Mr. Wu Keli