



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)

PROXY FORM

Form of proxy for the Extraordinary General Meeting to be held at Lecture Hall, 4/F, Duke of Windsor Social Service Building, Wanchai, Hong Kong on Thursday, 17 June 2021 at 4:00 p.m.

I/We ^(Note 1) (name) _____
of (address) _____
being the registered holder(s) of ^(Note 2) _____
ordinary share(s) of HK\$0.01 each in the issued share capital of Freeman Fintech Corporation Limited (Provisional Liquidators Appointed) (the "Company"),
hereby appoint ^(Note 3) (name) _____ of (address) _____

or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the extraordinary general meeting (the "EGM") (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the EGM (the "Notice") (with or without modifications) as hereunder indicated and in respect of any other matters to be considered in the EGM.

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the Whitewash Waiver.		
ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	To approve, ratify and confirm the Restructuring Deed and the transactions contemplated thereunder.		
3.	To grant the First Loan Conversion Shares Specific Mandate to the executive Directors, the non-executive Directors and the Provisional Liquidators to allot and issue the First Loan Conversion Shares.		
4.	To grant the Subscription Shares Specific Mandate to the executive Directors, the non-executive Directors and the Provisional Liquidators to allot and issue the Subscription Shares.		
5.	To grant the Scheme Shares Specific Mandate to the executive Directors, the non-executive Directors and the Provisional Liquidators to allot and issue the Scheme Shares.		
6.	To grant the Second Loan Conversion Shares Specific Mandate to the executive Directors, the non-executive Directors and the Provisional Liquidators to allot and issue the Second Loan Conversion Shares.		
7.	To approve, ratify and confirm Special Deal I and the transactions contemplated thereunder.		
8.	To approve, ratify and confirm Special Deal II and the transactions contemplated thereunder.		
9.	To approve, ratify and confirm Special Deal III and the transactions contemplated thereunder.		
10.	(a) To approve the appointment of Mr. Xu Hao as an executive Director upon Completion.		
	(b) To approve the appointment of Mr. Han Kam Leung (Michael) as an executive Director upon Completion.		
	(c) To approve the appointment of Mr. Fung Sing Hong Stephen as an independent non-executive Director upon Completion.		
	(d) To approve the appointment of Ms. Ling Kit Sum Imma as an independent non-executive Director upon Completion.		
	(e) To approve the appointment of Mr. Xu Haohao as an independent non-executive Director upon Completion.		
11.	To approve the general authorisation.		
12.	To ratify, confirm, approve and adopt prior actions taken.		

Dated this _____ day of _____, 2021 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must either be executed under seal or under the hand of an officer or attorney so authorised.
- On a poll every shareholder of the Company present in person or by proxy or, in case of a shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he/she is the holder.
- In case of joint holders, the vote of the person, whether attending in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.
- For full text of the above resolutions, please refer to the Notice. Capitalised terms used herein shall have the same meanings as those defined in the Notice.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

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