
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 RETIRING DIRECTORS; PROPOSED CHANGE OF COMPANY NAME; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Freeman FinTech Corporation Limited to be held at Meeting Rooms S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 28 September 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 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 Meeting Rooms S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 28 September 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
“Authorised Directors”	Mr. Choi Wai Hong, Clifford, Mr. Lau Fu Wing, Eddie, Mr. Yau Pak Yue, Ms. Ang Mei Lee Mary and Mr. Chung Wai Man
“Auditor”	at any time means the auditor of the Company
“Board”	the board of Directors
“Change of Company Name”	the proposed change of names of the Company, such that the existing English name of the Company be changed from “Freeman FinTech Corporation Limited” to “Arta TechFin Corporation Limited” and to adopt and register the Chinese name of “裕承科金有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “民眾金融科技控股有限公司”
“close associate”	the meaning ascribed thereto under the Listing Rules
“Company”	Freeman FinTech Corporation Limited (Provisional Liquidators Appointed), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 279)
“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

DEFINITIONS

“Group”	the Company and its subsidiaries
“High Court”	the High Court of Hong Kong
“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
“Latest Practicable Date”	24 August 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
“Provisional Liquidators”	Lai Kar Yan (Derek) and Ho Kwok Leung Glen, both of Deloitte Touche Tohmatsu in their capacity as the joint and several provisional liquidators of the Company
“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 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. Lau Fu Wing, Eddie (*Chief Executive Officer*)
Mr. Yau Pak Yue

Registered Office:

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

Non-executive Directors:

Ms. Ang Mei Lee Mary
Mr. Chung Wai Man

Principal Place of Business

in Hong Kong:

13th Floor, Fortis Tower,
77-79 Gloucester Road,
Wanchai, Hong Kong

Independent Non-executive Directors:

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

27 August 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR REFRESHMENT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED CHANGE OF COMPANY NAME;
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 retiring directors; (iv) the proposed Change of Company Name; and (v) 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 RETIRING DIRECTORS

As at the Latest Practicable Date, there were three Executive Directors, namely Mr. Choi Wai Hong, Clifford (“Mr. Choi”), Mr. Lau Fu Wing, Eddie (“Mr. Lau”) and Mr. Yau Pak Yue (“Mr. Yau”) as Executive Directors; two Non-executive Directors, namely Ms. Ang Mei Lee Mary (“Ms. Ang”) and Mr. Chung Wai Man (“Mr. Chung”); and three Independent Non-executive Directors, namely Mr. An Dong (“Mr. An”), Mr. Fung Tze Wa (“Mr. Fung”) and Mr. Wu Keli (“Mr. Wu”).

Pursuant to Article 95 of the Articles of Association and reference is made to the announcement dated 30 June 2021 in relation to the appointment of Mr. Lau as an Executive Director, Mr. Lau will be subject to re-election by the Shareholders at the AGM.

Pursuant to Article 112 of the Articles of Association, Mr. An, Mr. Fung and Mr. Wu will retire from office and, being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Fung, Mr. An and Mr. Wu will not offer themselves for re-election at the AGM and will retire from office as Independent Non-executive Directors with effect from the conclusion of the AGM. Save for the outstanding Director's fee due to them, Mr. Fung, Mr. An and Mr. Wu confirmed that each of them has no claim against the Company in respect of their retirement. They have no disagreement with the Board and the Provisional Liquidators and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to their retirement.

Details of the Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

NOMINATION PROCEDURES AND PROCESS

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; (b) the Provisional Liquidators have the power to authorise any Director as they think fit to assist them in managing the affairs of the Company and only the Authorised Directors have been so authorised; and (c) no current Independent Non-executive Directors has been involved in any affairs of the Company, thus, the operation of the Nomination Committee has not been maintained as required by the Listing Rules. Appropriate personnel will be appointed as members of Nomination Committee before the resumption of the trading in the Shares on the Stock Exchange.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Freeman FinTech Corporation Limited" to "Arta TechFin Corporation Limited", and to adopt and register the Chinese name of "裕承科金有限公司" as the dual foreign name of the Company in place of its existing Chinese name of "民眾金融科技控股有限公司".

Conditions of the Change of Company Name

The proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at the AGM; and
2. the Registrar of Companies in the Cayman Islands granting the approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry in the new name on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

Reference is made to the Company's announcements dated 17 June 2021 and the circular dated 26 May 2021 in relation to the proposed restructuring of the Company. The Group will continue to be principally engaged in the financial services sector and will develop the TechFin businesses after restructured.

The Board considers that the Change of Company Name will not only better reflect the current corporate structure, strategic business plan and direction of future development of the Group but also provide the Company with a fresh and more appropriate corporate image and identity which will benefit the Company's future business development, especially penetration into the TechFin market.

The Board is of the view that the proposed Change of Company Name is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the existing holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities of the Company in issue bearing the existing name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such securities of the Company and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of the existing certificates of securities of the Company for new certificates bearing the new English name and Chinese name of the Company. Should the Change of Company Name become effective, any new certificates of securities of the Company will be issued in the new English name and Chinese name of the Company.

Subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the proposed Change of Company Name has become effective. Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the AGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

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 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, re-election of retiring directors and the Change of Company Name.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by way of 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 STATEMENT

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, re-election of retiring directors and the Change of Company Name are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the ordinary and special 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 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 conditions and such other further conditions that may be imposed by the Stock Exchange. The Company will keep the Shareholders and the public informed of the latest developments by making further announcement(s) as and when appropriate.

By Order of the Board
Freeman FinTech Corporation Limited
(Provisional Liquidators Appointed)
Lau Fu Wing, Eddie
Chief Executive Officer

This section includes an explanatory statement required by the Listing Rules 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 2021 (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 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	1,568,176,188	83.94%	1,381,358,570	82.16%
Total	<u>1,868,176,188</u>	<u>100.00%</u>	<u>1,681,358,570</u>	<u>100.00%</u>

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

Save as disclosed above, 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		
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*	N/A	N/A
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* (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 Director proposed for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Mr. Lau Fu Wing, Eddie (“Mr. Lau”), aged 40 has been appointed as the chief executive officer of the Company (the “Chief Executive Officer”) with effect from 1 June 2021 and an executive Director and an authorised representative of the Company with effect from 30 June 2021. Mr. Lau has approximately 20 years of global experience in asset management and brokerage in China and the United States. Before joining the Company, he held executive positions with one of the largest Sino-Foreign joint venture fund management companies in China as a chief investment officer (“CIO”) of the international division in Shenzhen, China as well as a CIO and deputy chief executive officer of its Hong Kong-based subsidiary.

Mr. Lau began his finance career as a convertible bond trader with UBS in the United States in 2002. He managed absolute-return portfolios at Elliott Advisors and Merrill Lynch, respectively, after which he co-founded hedge funds and multi-family offices in Beijing, China and Hong Kong, China, respectively.

Mr. Lau earned a Bachelor of Arts degree in Economics with Honors from the University of Chicago in 2002. He is a committee member of the Hong Kong Football Association. He serves his alma mater as the President of the UChicago Alumni Club of Hong Kong and as a board member of the Wah Yan One Family Foundation.

Mr. Lau has entered into a service agreement with the Company for a term of three (3) years commencing on 30 June 2021. Pursuant to the service agreement, Mr. Lau is not entitled to any director’s fee or any kind of remuneration for his appointment as an executive Director.

Mr. Lau has entered into a service contract with the Company to his appointment as the Chief Executive Officer. Mr. Lau is entitled to receive a monthly basic salary of HK\$100,000, which will be adjusted to HK\$380,000 per month with a monthly allowance of HK\$30,000 starting from 1 September 2021. He will also receive a sign-on bonus of HK\$500,000, payable in two instalments subject to his satisfactory completion of continuous service and the following refund conditions: (i) the bonus shall be refunded by Mr. Lau in full amount if his employment with the Company is terminated for whatever reasons within the first six months of his employment (the “First Period”); and (ii) the bonus shall be refunded by Mr. Lau on pro-rata basis if his employment with the Company is terminated by himself for whatever reasons or by the Company pursuant to section 9 of the Employment Ordinance (Chapter 57 of the laws of Hong Kong) (the “Employment Ordinance”) within the six months commencing on the date on which the First Period expires. Mr. Lau is also entitled to receive (i) a guaranteed year-end bonus of HK\$760,000 in his first year of service, which is payable to him no later than 31 January 2022, subject to refund by Mr. Lau on pro-rata basis if his employment is terminated by himself for whatever reasons or by the Company pursuant to section 9 of the Employment Ordinance on or before 31 May 2022; and (ii) a discretionary annual bonus thereafter. The Company may also grant share options for the shares of the Company to Mr. Lau pursuant to the service contract. The Company has no intention to issue any share options prior to the resumption of trading in the Shares on the Stock Exchange.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Lau has not held any directorship in any other listed public companies within the last three years; (ii) Mr. Lau is not connected to any Directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) and; (iii) Mr. Lau does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Lau that need 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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Freeman FinTech Corporation Limited (the “Company”) will be held at Meeting Rooms S426-S427 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Tuesday, 28 September 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 2021.
2. To re-elect Mr. Lau Fu Wing, Eddie as an Executive Director of the Company.
3. To authorise the Board of Directors to fix the remuneration of Directors of the Company.
4. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. **“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

“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).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“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;
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of the Resolutions numbered 5 and 6 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 5 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 6.”

To consider and, if thought fit, pass the following resolution as a special resolution:

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, (i) the existing English name of the Company be changed from “Freeman FinTech Corporation Limited” to “Arta TechFin Corporation Limited”, and (ii) to adopt and register the Chinese name of “裕承科金有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “民眾金融科技控股有限公司”, with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one or more of the Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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 conditions and such other further conditions that may be imposed by the Stock Exchange. The Company will keep the shareholders of the company and the public informed of the last developments by making further announcement(s) as and when appropriate.

By Order of the Board
Freeman FinTech Corporation Limited
(Provisional Liquidators Appointed)
Lau Fu Wing, Eddie
Chief Executive Officer

Hong Kong, 27 August 2021

NOTICE OF ANNUAL GENERAL MEETING

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 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 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. The register of members of the Company will be closed from Thursday, 23 September 2021 to Tuesday, 28 September 2021, both days inclusive, in order to determine the eligibility of shareholders of the Company to attend and vote the above meeting, during which period no share transfers will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with 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 4:30 p.m. on Tuesday, 21 September 2021.
5. 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.
6. 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. Lau Fu Wing, Eddie (*Chief Executive Officer*)
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