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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Freeman Corporation Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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民豐控股有限公司
FREEMAN CORPORATION LIMITED

(formerly known as Inner Mongolia Development (Holdings) Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

DISCLOSEABLE TRANSACTION

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Company”	Freeman Corporation Limited, formerly known as Inner Mongolia Development (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are traded in The Stock Exchange of Hong Kong Limited;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HMIL”	Hennabun Management International Limited, a company incorporated in the British Virgin Islands with limited liabilities;
“Latest Practicable Date”	29 June 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Shareholders”	holders of Existing Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong.

LETTER FROM THE BOARD



民豐控股有限公司
FREEMAN CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

Executive Directors:

Ms Yau Shum Tek, Cindy (*Chairman*)
Mr Kwong Wai Tim, William (*Managing Director*)
Mr Lai Ming Wai
Ms Kwok Wai Ming
Ms Au Shuk Yee, Sue

Registered office:

P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Independent Non-executive Directors:

Mr Lo Ming Chi, Charles
Mr Chiu Siu Po
Ms Hui Wai Man, Shirley
Mr Gary Drew Douglas

Principal place of business

in Hong Kong:
31st Floor, China United Centre
28 Marble Road
North Point
Hong Kong

4 July 2006

*To the Shareholders, and for information only,
holders of options under the Share Option Scheme*

Dear Sir/Madam,

DISCLOSEABLE TRANSACTION

INTRODUCTION

Reference is made to the announcement of the Company dated 27 June 2006 in relation to the provision of a Standby Credit Facility in the amount of HK\$50,000,000 (the “Facility”) to Hennabun Management International Limited which constitutes a discloseable transaction of the Company under the Listing Rules. This circular provides information of the Loan Agreement to the Shareholders.

LETTER FROM THE BOARD

THE LOAN AGREEMENT

Terms of the Loan Agreement

Date:	26 June 2006
Parties:	(i) Lender: Hansom Finance Limited
	(ii) Borrower: Hennabun Management International Limited. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, HMIL and the ultimate beneficial owners of HMIL are third parties independent of the Company and its connected persons (as defined in the Listing Rules) as of the date hereof. The Company now holds approximately 7.33% of the existing issued share capital of HMIL.
The Facility:	Standby Credit Facility of HK\$50,000,000.
Interest rate:	the applicable interest rate per annum equal to the Prime Rate plus 1% as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time from the date of the Loan Agreement.
Period:	twelve months from the date of the Loan Agreement repayable on demand.
Repayment:	the loan and other monies outstanding in connection with the Facility are repayable on demand.
Arrangement fee:	HK\$180,000 payable upon the signing of the Loan Agreement.
Collateral:	Nil.
Purposes:	the provision of general working capital for HMIL.
Reasons for granting the Facility:	the provision of Facility represents a financial support to HMIL which will become a non wholly-owned subsidiary of the Company upon the exercise by the way of conversion right under the Convertible Note issued by HMIL and due on 20 September 2015.

LETTER FROM THE BOARD

Pursuant to the Company's announcement dated 2 May 2006 and its circular dated 24 May 2006, the Company has completed the acquisition of the Convertible Note (but has not converted yet as of the Latest Practicable Date) which gives the Company upon exercise of conversion rights thereunder an interest in approximately 50.07% of the issued share capital of HMIL (assuming no further shares are issued by HMIL from the Latest Practicable Date till the date of Conversion). Pursuant to the Company's announcement dated 9 June 2006, the Company has completed the acquisition of a total of 53,800,000 shares of HMIL. The Company now holds approximately 7.33% of the existing issued share capital of HMIL. Upon the completion of the acquisition and assuming full conversion of the Convertible Note, the Company will hold approximately 53.73% of the enlarged issued share capital of HMIL.

The source of funding by the Company for the provision of the Facility will be from internal resources of the Company.

The Directors consider that the terms of the Loan Agreement are fair and reasonable and believe that the entering into the Loan Agreement is in the best interests of the Company and the Shareholders as a whole.

The transaction contemplated under the Loan Agreement constitutes a discloseable transaction of the Company under the Listing Rules.

GENERAL

The Company is engaged in the business of trading of goods, provision of finance, trading of securities, property holding and investment and investment activities.

Hansom Finance is a subsidiary of the Company and holds a money lenders licence and is engaged in the money lending business.

HMIL through its subsidiaries is engaged in investment holding, provision of financial services including brokerage, commodity trading, money lending, margin financing and corporate finance advisory as well as proprietary trading and direct investment.

By order of the Board
Kwok Wai Ming
Executive Director

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained herein the omission of which would make any statement contained in this circular misleading.

DISCLOSURE OF INTERESTS**(a) Interests of Directors**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rules and which were required to be entered into the register required to be kept under section 352 of the SFO were as follows:

(i) Long positions in Shares

Name of director	Capacity	Number of Shares	Approximate % of shareholding
Yau Shum Tek, Cindy	Interest of controlled corporation	26,730,000 <i>(Note)</i>	2.00%

Note: As at the Latest Practicable Date, Ms Yau Shum Tek, Cindy, the Chairman of the Company, wholly-owns and controls Red China Holdings Limited and Capital Sun Industries Limited. Capital Sun Industries Limited wholly-owns Future Star Group Limited. Each of Red China Holdings Limited and Future Star Group Limited holds 50% of the issued share capital of Mainland Talent Developments Limited. Mainland Talent Developments Limited wholly-owns Hastings Gold Limited which in turn wholly-owns Pacific Rim Investment Management Enterprises Limited. Pacific Rim Investment Management Enterprises Limited holds 26,730,000 shares of the Company.

(ii) *Interests in equity derivatives of the Company*

Name of director	Date of grant	Exercisable period	Subscription price per share HK\$	Number of share options and underlying shares	Percentage of the Company's issued share capital at the Latest Practicable Date
Kwong Wai Tim, William	16.1.2004	16.1.2004 to 15.1.2009	1.2	1,500,000	0.11%
Lai Ming Wai	16.1.2004	16.1.2004 to 15.1.2009	1.2	1,500,000	0.11%
				3,000,000	0.22%

Note: These share options were held by the relevant directors as beneficial owners.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Companies and which were required to be entered into the register required to be kept under section 352 of the SFO.

(b) Interests of Shareholders

As at the Latest Practicable Date, so far as is known to the Directors and the chief executives of the Company, the following Shareholders (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of any member of the Group.

Name of Shareholder	Capacity	Number of Shares	Approximate % of shareholding
Chuang Eugene Yue-chien	Beneficiary of a trust	100,948,000	7.58%
Moon Light Investments Group Limited	Interest of controlled corporation	100,948,000	7.58%
Sunderland Properties Limited	Beneficial owner	100,948,000	7.58%
Heritage International Holdings Limited	Interest of controlled corporation	120,500,000	9.05%
Coupeville Limited	Interest of controlled corporation	120,500,000	9.05%
Dollar Group Limited	Beneficial owner	120,500,000	9.05%

Save as disclosed above, the Directors and the chief executives of the Company are not aware that there is any person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of any other member of the Group.

SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into or proposed to enter into any service contracts with any member of the Group which does not expire or is determinable by the employer within one year without payment of compensation (other than statutory compensation).

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and his/her respective associates was considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group other than those businesses to which the Directors and his/her associates were appointed to represent the interests of the Company and/or the Group.

DIRECTORS' INTEREST IN ASSETS/CONTRACTS

None of the Directors has any direct or indirect interest in any assets which have, since 31 March 2005, being the date of the latest published audited accounts of the Group, been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.

None of the Directors was materially interested in any contract or arrangement which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries were engaged in any litigation or arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

GENERAL

- (i) The secretary of the Company for the purpose of the Listing Rules is Mr Ken Chan who is a member of The Hong Kong Institute of Chartered Secretaries.
- (ii) The qualified accountant of the Company for the purpose of the Listing Rules is Mr Ngai Wai Kin who is a member of the Hong Kong Institute of Certified Public Accountants.
- (iii) The share registrar of the Company in Hong Kong is Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (iv) The English version of this circular shall prevail over the Chinese text.