



# **FREEMAN CORPORATION LIMITED**

## **民豐控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 279)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Freeman Corporation Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened on the same day and at the same place shall have concluded or adjourned) on Monday, 24 September 2007 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as ordinary resolution:—

#### **ORDINARY RESOLUTION**

**“THAT**

- (i) the terms of the placing agreement dated 11 July 2007 (the “Placing Agreement”) as amended by the supplemental agreement dated 20 August 2007 (the “Supplemental Agreement”) between the Company and Chung Nam Securities Limited (the “Placing Agent”) pursuant to which the Placing Agent agreed amongst other things to procure, (a) on a best efforts basis, places to subscribe in cash for convertible notes (the “Convertible Notes”) up to the principal amount of HK\$1,250,000,000 and (b) on an underwritten in the aggregate basis, places to subscribe in cash for Convertible Notes in the principal amount of HK\$250,000,000 subject to the terms as set out in the Placing Agreement, entitling the holders thereof to convert the principal amount thereof into new share(s) of HK\$0.10 each of the Company (the “Conversion Share(s)”) at a revised conversion price of HK\$0.120 per Conversion Share (subject to adjustment), the details of which are described in the circular of the Company dated 30 August 2007, be and are hereby approved;
- (ii) the issue by the Company of the Convertible Notes in accordance with the Placing Agreement as amended by the Supplemental Agreement be and is hereby approved;
- (iii) the allotment and issue by the Company of the Conversion Shares upon the exercise of any of the conversion rights attaching to the Convertible Notes by the holders thereof in accordance with the terms of the Convertible Notes be and is hereby approved; and

- (iv) the directors of the Company be and are hereby authorized to exercise all the powers of the Company and take all steps as might in their opinion be desirable or necessary in connection with the Placing Agreement as amended by the Supplemental Agreement including without limitation to:
- (a) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements with the Placing Agent or any other parties in relation to the issue and allotment of the Convertible Notes and the Conversion Shares;
  - (b) the issue of the Convertible Notes and the issue and allotment of the Conversion Shares; and
  - (c) the taking of all necessary actions to implement the transaction contemplated under the Placing Agreement as amended by the Supplemental Agreement.”

By the Order of the Board  
**FREEMAN CORPORATION LIMITED**  
**Kwong Wai Tim, William**  
*Managing Director*

Hong Kong, 30 August 2007

*Notes:*

1. The instrument appointing a proxy shall 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. A proxy duly appointed pursuant to the articles of association of the Company is entitled to vote on a show of hands at the meeting. 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 shall be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 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. 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.

*As at the date of this announcement, the Executive Directors are Dr. Yang Fan Shing, Andrew, Mr. Kwong Wai Tim, William, Ms. Kwok Wai Ming and Ms. Au Shuk Yee, Sue, and the Independent Non-executive Directors are Mr. Chiu Siu Po, Ms. Hui Wai Man, Shirley, Mr. Gary Drew Douglas and Mr. Peter Temple Whitelam.*