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**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 9:00 a.m. on 16 February 2009 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions at as ordinary resolutions:–

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the conditional agreement (“Agreement”) dated 25 November 2008 entered into by Equity Spin Investments Limited (the “Vendor”) as vendor, Mr. Chuang Eugene Yue-chien (“Mr. Chuang”, as guarantor of the Vendor) and Freeman Financial Services Limited (“FFSL”), a wholly owned subsidiary of the Company as purchaser in relation to, inter alia, the sale and purchase of 3,937,133,333 shares of US\$0.01 representing approximately 79.46% the issued share capital of Hennabun Capital Group Limited (“Hennabun”) for a consideration of HK\$105,800,000 to be satisfied by the issue of a non interest bearing convertible note (“Convertible Note”) in the principal amount of HK\$105,800,000 by the Company to the Vendor (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman for identification) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) the issue of the Convertible Note convertible into shares of the Company at an initial subscription price of HK\$0.11 per share, subject to adjustments (“Conversion Shares”) in accordance with the terms and conditions of the Convertible Note set out in the Agreement be and is hereby approved;
- (c) the issue of the Conversion Shares upon exercise of conversion rights under the Convertible Note to the holder(s) of the Convertible Note by the Company be and are hereby approved; and
- (d) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement, issue of the Convertible Note and the Conversion Shares or any of the transactions contemplated thereunder.”

2. **“THAT**

- (a) the conditional agreement (“CN Subscription Agreement”) dated 25 November 2008 (as amended by a supplemental agreement date 23 January 2009) entered into by FFSL, Mr. Chuang (as guarantor of Hennabun) and Hennabun pursuant to which, inter alia, FFSL agreed to subscribe for an interest bearing convertible note (“Hennabun Convertible Note”) in the principal amount of HK\$250 million for a consideration of HK\$250 million (a copy of the CN Subscription Agreement and the Hennabun Convertible Note set out in the CN Subscription Agreement has been produced to this meeting and marked “B” for the purpose of identification) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the CN Subscription Agreement, subscription of the Hennabun Convertible Note or any of the transactions contemplated thereunder.”

By the Order of the Board  
**FREEMAN CORPORATION LIMITED**  
**Lo Kan Sun**  
*Managing Director*

Hong Kong, 30 January, 2009

*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 for 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 hereof, the Board comprises the following Directors:-*

*Executive Directors:*

Dr. Yang Fan Shing, Andrew (*Chairman*)  
Mr. Lo Kan Sun (*Managing Director*)  
Ms. Kwok Wai Ming  
Ms. Au Shuk Yee, Sue  
Mr. Scott Allen Phillips

*Alternate Director to Ms. Kwok Wai Ming:*

Ms. Chong Wing Sze

*Non-executive Director:*

Mr. Kwong Wai Tim, William

*Independent Non-executive Directors:*

Mr. Chiu Siu Po  
Ms. Hui Wai Man, Shirley  
Mr. Gary Drew Douglas  
Mr. Peter Temple Whitelam