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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Freeman Corporation Limited (“Freeman”) will be held at 9:00 a.m. on Tuesday, 25 August 2009 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements of Freeman together with reports of the directors and the auditors for the year ended 31 March 2009.
2. To re-elect, each as a separate resolution, the following persons as Directors:
 - (i) Ms. Kwok Wai Ming;
 - (ii) Mr. Scott Allen Phillips;
 - (iii) Mr. Gary Drew Douglas; and
 - (iv) Mr. Peter Temple Whitelam,and to authorise the Board to fix the remuneration of Directors.
3. To re-appoint Messrs. Ernst & Young as the auditors of Freeman and to authorise the Board of Directors to fix their remuneration.

4. As special business, to consider and, if thought fit, passing the following resolutions as ordinary resolutions:

A. **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors of Freeman during the Relevant Period (as hereinafter defined) of all the powers of Freeman to allot, issue and deal with additional shares in the capital of Freeman 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;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of Freeman and shall authorise the Directors of Freeman 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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of Freeman 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 Freeman or on the exercise of the conversion rights attaching to any convertible notes of Freeman, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of Freeman in issue 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 Freeman;

- (b) the expiration of the period within which the next annual general meeting of Freeman is required by the applicable law or the Articles of Association of Freeman to be held; and
- (c) the passing of an ordinary resolution of Freeman in general meeting revoking or varying the authority set out in this resolution;

“Rights Issue” means an offer of shares open for a period fixed by the Directors of Freeman to holders of shares whose names appear on the Register of Members of Freeman 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 Freeman 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 Freeman).”

B. “THAT:

- (i) subject to paragraph (iii) below, the exercise by the Directors of Freeman during the Relevant Period (as hereinafter defined) of all powers of Freeman to repurchase issued shares or any other rights to subscribe shares in the capital of Freeman 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 Freeman 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 and shall authorise the Directors on behalf of Freeman during the Relevant Period to procure Freeman to repurchase its shares at a price determined by the Directors;

(iii) the aggregate nominal amount of share capital of Freeman which are authorised to be repurchased by the Directors of Freeman pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of Freeman in issue 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 Freeman;
- (b) the expiration of the period within which the next annual general meeting of Freeman is required by any applicable law or the Articles of Association of Freeman to be held; and
- (c) the passing of an ordinary resolution of Freeman in the general meeting revoking or varying the authority set out in this resolution.”

C. “**THAT** conditional on the passing of the Resolutions numbered 4(A) and 4(B) set out in the notice of the annual general meeting at which this Resolution is considered, the general mandate granted to the Directors of Freeman and for the time being in force to exercise the powers of Freeman to allot, issue and deal with new shares pursuant to the Resolution No. 4(A) set out in the said notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of Freeman, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of Freeman pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of Freeman repurchased by Freeman under the authority granted pursuant to the said Resolution No. 4(B).”

- D. “**THAT** conditional on the Listing Committee of the Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares of Freeman (“Shares”) which may fall to be issued upon exercise of the options under the Share Option Scheme adopted by Freeman on 23 August 2002 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares of Freeman in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the directors of Freeman be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of Freeman to allot, issue and deal with shares of Freeman pursuant to the exercise of such options.”

By order of the Board
Freeman Corporation Limited
Lo Kan Sun
Managing Director

Hong Kong, 31 July 2009

Registered Office:

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

Principal Place of Business in Hong Kong:

8th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

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 Freeman 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 Freeman 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 Freeman. 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 Freeman's branch 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 notice, the directors of Freeman are:–

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

Independent Non-executive Directors:

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

Alternate Director to Ms. Kwok Wai Ming:

Ms. Chong Wing Sze