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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 Monday, 6 September 2010 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 resolution, with or without amendment, as ordinary resolution:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the bond subscription agreement dated 9 August 2010 (the “**Bond Subscription Agreement**”) entered into between the Company and Mr. Liu, Andrew as the investor (a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification), and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company pursuant to the Bond Subscription Agreement of the convertible bonds (“**Convertible Bonds**”) comprising firm bonds in aggregate principal amount of HK\$275,000,000 and optional bonds in aggregate principal amount of up to HK\$275,000,000 entitling the holders thereof to convert the principal amount thereof into ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Conversion Shares**”) at an initial conversion price of HK\$0.275 per share (subject to adjustment) and the issue and allotment of the Conversion Shares upon an exercise of the conversion rights attaching to the Convertible Bonds be and is hereby approved; and

- (c) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient in relation to the issue of the Convertible Bonds and the issue and allotment of the Conversion Shares and otherwise in connection with the implementation of the transactions contemplated under the Bond Subscription Agreement including without limitation to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

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

Hong Kong, 21 August 2010

*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. 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. 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 of this notice, 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

*Independent non-executive Directors:*

Mr. Chiu Siu Po

Ms. Hui Wai Man, Shirley

Mr. Gary Drew Douglas

Mr. Peter Temple Whitelam