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FREEMAN FINANCIAL CORPORATION LIMITED
民豐企業控股有限公司

(formerly known as 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 the extraordinary general meeting of Freeman Financial Corporation Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Tuesday, 18 January 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:–**

- a) the conditional sale and purchase agreement (the “Share Purchase Agreement”) dated 8 December 2010 entered into between Ambition Union Limited (the “Purchaser”), a wholly owned subsidiary of the Company, Mr. Liu Lit Man (the “First Seller”), Mr. Liu Lit Man and Mrs. Liu Heu Seu Chu Pearl (the “Second Sellers”), and Mr. Andrew Liu (the “Guarantor”) pursuant to which, amongst other things, (i) the Purchaser agreed to purchase, and the First Seller and the Second Sellers agreed to sell and transfer all their respective legal and beneficial rights, interests, entitlements, claims and undeclared dividends in an aggregate of 175,714 shares in Liu’s Holdings Limited (“LHL”) (apportioned as to 149,091 shares owned by the First Seller and 26,623 shares owned by the Second Sellers), representing a total of 23.43% of the issued share capital of LHL at an aggregate consideration of HK\$502,542,037.50; and (ii) the Guarantor agreed to guarantee and provide a full indemnity to the Purchaser in respect of all the obligations to be observed and complied with by the First Seller and the Second Sellers under the Share Purchase Agreement (excluding consequential, punitive or other indirect losses and damages and any losses or damages resulting from fraud, negligence or

willful misconduct of any indemnified party) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), and all the transactions contemplated thereunder and in connection therewith and any other ancillary documents and all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- b) the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, deeds, agreements and instruments and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, expedient or desirable to implement and/or to give effect to the Share Purchase Agreement (and the transactions contemplated thereunder and completion thereof) as they may in their discretion consider to be desirable and in the interests of the Company.”

By Order of the Board of
FREEMAN FINANCIAL CORPORATION LIMITED
Hui Quincy Kwong Hei
Managing Director

Hong Kong, 30 December 2010

Registered office:

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

Principal place of business in Hong Kong:

Room 2302, 23rd 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 of the Company 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 or a notorially 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*)

Mr. Hui Quincy Kwong Hei (*Managing Director*)

Ms. Au Shuk Yee, Sue

Mr. Scott Allen Phillips

Mr. Suen Yick Lun Philip

Non-executive Director:

Mr. Andrew Liu

Independent non-executive Directors:

Mr. Roger Thomas Best, *JP*

Mr. Gary Drew Douglas

Mr. Peter Temple Whitelam

Dr. Agustin V. Que

Mr. Yau Chung Hong