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FREEMAN FINANCIAL CORPORATION LIMITED

民豐企業控股有限公司

(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 Friday, 12 December 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), the Share Subdivision (as defined below) be approved in the following manner:
 - (a) every existing issued and unissued shares of HK\$0.01 each (the “Shares”) in the share capital of the Company be subdivided into ten subdivided shares of HK\$0.001 each (the “Subdivided Shares”) in the share capital of the Company (the “Share Subdivision”) and the Share Subdivision shall take effect on the next business day following the date on which this resolution is passed;
 - (b) all of the Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any changes in the relative rights of the shareholders of the Company (the “Shareholders”); and
 - (c) the Directors of the Company be and are hereby authorised to do all such acts and things and to effect all necessary actions as he or she may consider necessary or expedient to implement and give effect to the Share Subdivision and arrangements as set out in this resolution.”

2. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares (as defined below), the Bonus Issue (as defined below) be approved in the following manner:
- (a) an amount standing to the credit of the retained profits of the Company be capitalised and accordingly the Directors of the Company be and are hereby authorised and directed to apply such amount in paying up in full at par new ordinary shares of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective (the “Bonus Shares”) and that such Bonus Shares shall be allotted and distributed, credited as fully paid up at par (subject as referred to paragraph (b) below), to and among members of the Company whose names appear on the register of members of the Company at the close of business on 19 December 2014 (the “Record Date”), other than those members whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors of the Company consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange, on the basis of one Bonus Share for every two Subdivided Shares of HK\$0.001 each in the share capital of the Company held by them respectively on the Record Date (the “Bonus Issue”);
 - (b) no fractional Bonus Shares shall be allotted or issued to the members of the Company;
 - (c) the Bonus Shares to be issued pursuant to paragraph (a) above will rank *pari passu* with the Shares or Subdivided Shares (as the case may be) then existing in all respects except for those Shares or Subdivided Shares which will not rank for the Bonus Issue as set out in this resolution; and
 - (d) the Directors of the Company be and are hereby authorised to do all such acts and things as he or she may consider necessary or expedient to implement and give effect to the Bonus Issue and arrangements as set out in this resolution.”

By Order of the Board of
FREEMAN FINANCIAL CORPORATION LIMITED
Lo Kan Sun
Chairman

Hong Kong, 24 November 2014

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 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 or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 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.
5. The register of members of the Company will be closed from Thursday, 18 December 2014 to Friday, 19 December 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed bonus issue, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 17 December 2014.

As at the date of this notice, the Board comprises the following Directors:–

Executive Directors

Mr. Lo Kan Sun (*Chairman*)

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

Ms. Au Shuk Yee, Sue

Ms. Chow Mun Yee

Non-executive Directors

Mr. Andrew Liu

Mr. Liu Kam Fai, Winston

Independent Non-executive Directors

Mr. Cheung Wing Ping

Mr. Chung Yuk Lun

Mr. Hung Cho Sing

Dr. Agustin V. Que