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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Freeman Financial Corporation Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Wednesday, 24 June 2015 at 4:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the conditional placing agreements dated 22 April 2015, 29 April 2015, 15 May 2015 and 8 June 2015 ((collectively, the “**First Placing Agreement**”), a copy of which is marked “A”, “B”, “C” and “D” and signed by the chairman of the meeting for identification purpose) entered into between the Company, as issuer, and Enerchine Securities Limited, as placing agent, in relation to the proposed placing of 1,376,551,640 unlisted warrants with mandatory exercise rights (the “**First Warrant(s) with First Mandatory Exercise Rights**”), at the issue price of HK\$0.01 per **First Warrant with First Mandatory Exercise Rights**, which confer the subscription rights to subscribe for new ordinary shares of par value of HK\$0.001 each in the capital of the Company (the “**Share(s)**”) within 24 months from the date of the issue of the **First Warrants with First Mandatory Exercise Rights** at an initial subscription price of HK\$0.43 per Share, subject to adjustment and to the terms and conditions set out in the warrant instrument ((the “**First Instrument**”), a copy of which is marked “E” and signed by the chairman of the meeting for identification purpose), and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment of the conditions of the First Placing Agreement, the creation and issue of the **First Warrants with First Mandatory Exercise Rights** in accordance with the terms and conditions of the First Placing Agreement and the First Instrument be and are hereby approved, ratified and confirmed;

- (c) subject to the fulfillment of the conditions of the First Placing Agreement, any one director of the Company (the “**Director**”) be and is hereby generally and specifically authorised to allot and issue such number of the Shares that may fall to be allotted and issued upon exercise of the subscription rights attaching to the **First Warrants with First Mandatory Exercise Rights** (the “**First Specific Mandate**”). The First Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to passing of this resolution; and
- (d) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the First Placing Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

2. “**THAT:**

- (a) the conditional placing agreements dated 13 May 2015 and 8 June 2015 ((the “**Second Placing Agreement**”), a copy of which is marked “F” and “G” and signed by the chairman of the meeting for identification purpose) entered into between the Company, as issuer, and Enerchine Securities Limited, as placing agent, in relation to the proposed placing of 688,275,820 unlisted warrants with mandatory exercise rights (the “**Second Warrant(s) with Second Mandatory Exercise Rights**”), at the issue price of HK\$0.01 per **Second Warrant with Second Mandatory Exercise Rights**, which confer the subscription rights to subscribe for Share(s) within 24 months from the date of the issue of the **Second Warrants with Second Mandatory Exercise Rights** at an initial subscription price of HK\$0.55 per Share, subject to adjustment and to the terms and conditions set out in the warrant instrument ((the “**Second Instrument**”), a copy of which is marked “H” and signed by the chairman of the meeting for identification purpose), and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment of the conditions of the Second Placing Agreement, the creation and issue of the **Second Warrants with Second Mandatory Exercise Rights** in accordance with the terms and conditions of the Second Placing Agreement and the Second Instrument be and are hereby approved, ratified and confirmed;

- (c) subject to the fulfillment of the conditions of the Second Placing Agreement, any one Director be and is hereby generally and specifically authorised to allot and issue such number of the Shares that may fall to be allotted and issued upon exercise of the subscription rights attaching to the **Second Warrants with Second Mandatory Exercise Rights** (the “**Second Specific Mandate**”). The Second Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (d) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Second Placing Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

By order of the Board
Freeman Financial Corporation Limited
Lo Kan Sun
Chairman

Hong Kong, 9 June 2015

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 or a notorially certified copy of such power or authority shall be deposited at the Company’s 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.

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

Independent Non-executive Directors:

Mr. Cheung Wing Ping

Mr. Chung Yuk Lun

Mr. Hung Cho Sing

Dr. Agustin V. Que