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FREEMAN FINANCIAL CORPORATION LIMITED

民眾金服控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting of Freeman Financial Corporation Limited (the “Company”) will be held at Harbour Plaza Room II, Basement 1, Harbour Plaza North Point, MTR Quarry Bay Station Exit C, 665 King’s Road, North Point, Hong Kong, on Tuesday, 15 March 2016 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

1. “THAT

- (a) the placing agreements dated 9 December 2015 and 15 February 2016 (collectively the “Placing Agreements”) entered into between the Company and Freeman Securities Limited (the “Placing Agent”) in relation to, among other things, the placing through the Placing Agent, on a best efforts basis, of convertible notes (the “Convertible Notes”) in an aggregate principal amount of up to HK\$600,000,000 and the transactions contemplated under the Placing Agreements, (a copy of which have been produced to the meeting marked “A” and “B” and initialed by the chairman of the meeting for identification purposes) subject to adjustments and to the terms and conditions set out in the convertible notes instrument (the “Convertible Notes Instrument”), (a copy of which has been produced to the meeting marked “C” and initialed by the chairman of the meeting for identification purposes), and the execution, performance and implementation thereof and ancillary matters contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions precedent set out in the Placing Agreements, the issue of the Convertible Notes in accordance with the terms and conditions of the Placing Agreements and the Convertible Notes Instrument be and is hereby approved;

- (c) the allotment and issue of new shares of the Company upon the exercise of the conversion rights attaching to the Convertible Notes (the “Conversion Shares”) be and is hereby approved; and the directors of the Company (the “Directors”) be and are hereby granted a specific mandate to allot and issue the Conversion Shares; and
- (d) the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Placing Agreements, the issue of the Convertible Notes, and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Notes and the transactions contemplated thereunder.”

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

Hong Kong, 24 February 2016

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 notarially certified copy of that power or authority shall 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.

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