
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Freeman Corporation Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



FREEMAN CORPORATION LIMITED

民豐控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 279)

**PROVISION OF FINANCIAL ASSISTANCE
CONSTITUTING A DISCLOSEABLE TRANSACTION**

A letter from the board of directors of Freeman Corporation Limited is set out on pages 3 to 6 of this circular.

26 September 2008

CONTENTS

	<i>Page</i>
Definitions	1-2
Letter from the Board	
– Introduction	3
– The Loan Agreement dated 9 September 2008	4
– Reasons for, and benefits of, the Transaction	5
– Financial effect of the Transaction	5
– General information about the Group	6
– Additional information	6
Appendix – General information	7-10

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Freeman Corporation Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HCG”	Hennabun Capital Group Limited, a company incorporated in the British Virgin Islands with limited liability
“HCG Group”	HCG and its subsidiaries
“HFL”	Hansom Finance Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company, which is licensed to carry on business as a money lender (Licence No.525/2007) under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
“Facility”	the revolving loan facility of up to HK\$45 million made available by HFL to SCN subject to and upon the terms and conditions of the Loan Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	22 September 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the aggregate principal amount drawn and for the time being outstanding under the Facility

DEFINITIONS

“Loan Agreement”	the loan agreement dated 9 September 2008 between HFL and SCN in relation to the provision of the Facility to SCN
“SCN”	Sun Chung Nam Finance Limited, a company incorporated in Hong Kong with limited liability
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the provision of the financial assistance to SCN pursuant to the Loan Agreement

LETTER FROM THE BOARD



FREEMAN CORPORATION LIMITED

民豐控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 279)

Executive Directors:

Dr. Yang Fan Shing, Andrew (*Chairman*)
Mr. Kwong Wai Tim, William (*Managing Director*)
Ms. Kwok Wai Ming
Ms. Au Shuk Yee, Sue
Mr. Lo Kan Sun (*Chief Operating Officer*)

Independent non-executive Directors:

Mr. Chiu Siu Po
Ms. Hui Wai Man, Shirley
Mr. Gary Drew Douglas
Mr. Peter Temple Whitelam

Registered office:

The offices of Codan Trust Company
(Cayman) Limited at
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

26 September 2008

To the Shareholders

Dear Sir or Madam,

PROVISION OF FINANCIAL ASSISTANCE CONSTITUTING A DISCLOSEABLE TRANSACTION

INTRODUCTION

The Board announced that on 9 September 2008, HFL (a wholly-owned subsidiary of the Company) entered into the Loan Agreement with SCN, pursuant to which, HFL has made available to SCN a revolving loan facility of up to HK\$45 million subject to and upon the terms and conditions therein contained.

LETTER FROM THE BOARD

As one of the relevant percentage ratios for the Transaction calculated under Rule 14.07 of the Listing Rules is more than 5% and less than 25%, the Transaction constitutes a discloseable transaction for the Company under the Listing Rules. The main purpose of this circular is to provide you with further particulars of the Transaction.

THE LOAN AGREEMENT DATED 9 SEPTEMBER 2008

Parties:

1. HFL as the lender;
2. SCN as the borrower; and
3. HCG as the guarantor.

SCN is a limited liability company incorporated in Hong Kong which principal business activity is money lending.

HCG is a limited liability company incorporated in BVI which principal business activity is investment holding. HCG Group is engaged in the provision of financial services including brokerage, commodity trading, money lending, margin financing and corporate finance advisory as well as proprietary trading and direct investment. The Company used to have 48.96% shareholding interest in HCG and HCG was used to be an associate of the Company. The Company has disposed its entire interest in HCG Group's on 9 July 2007. HCG is the holding company of SCN.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, HCG Group and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company.

Loan amount:

Up to HK\$45 million.

Interest rate:

The prime or best lending rate for Hong Kong dollar loans as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time (currently at 5.25% per annum), which rate was arrived at after arm's length negotiation between HFL and SCN, and reflects the normal commercial rate. The Directors consider the terms of the Transaction to be fair and reasonable.

LETTER FROM THE BOARD

Facility duration:

6 months from the date of the Loan Agreement.

Repayment:

The Loan and other monies outstanding in connection with the Facility are repayable on demand.

Guarantee:

Guarantee is given by HCG in favour of HFL to guarantee the repayment of the Loan and the interest by SCN. Besides the guarantee given by HCG, there are no other securities given by SCN.

REASONS FOR, AND BENEFITS OF, THE TRANSACTION

HFL is a licensed money lender and the provision of loans to its customers is in the ordinary and normal course of its business. On 9 September 2008, SCN approached HFL to apply for a loan for general working capital purposes. The terms of the Loan Agreement was determined based on the arm's length negotiation between HFL and SCN. HFL has reviewed the latest financial information of SCN & HCG and has performed certain quantitative analysis to assess the credit risk of SCN & HCG; and the result of the analysis was satisfactory. Since the terms of the Loan Agreement reflect the normal commercial terms of transactions of this nature and can provide the Group with stable revenue and cashflow stream, the Directors consider it to be in the interest of the Company and the Shareholders as a whole. Save as disclosed above, the Group has not granted any financial assistance to SCN during the 12 months immediately preceding the date of the Loan Agreement.

FINANCIAL EFFECT OF THE TRANSACTION

The Loan, which carries interest at the prime or best lending rate as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time, would provide the Group with stable revenue stream. Apart from that, the Directors confirm that the Transaction would not have any immediate impact on the assets and liabilities of the Group. The Transaction would bring no material adverse effect on the cash position and the liquidity position of the Company.

LETTER FROM THE BOARD

GENERAL INFORMATION ABOUT THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in the trading of securities, provision of finance, property holding, insurance business and investment holdings.

ADDITIONAL INFORMATION

Your attention is drawn to the general information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Yang Fan Shing, Andrew
Chairman

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

DISCLOSURE OF INTERESTS**(a) Directors and chief executive**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of Director	Nature of interest	Number of Shares		Approximate percentage of existing issued share capital of the Company
		Long position	Short position	
Yang Fan Shing, Andrew	Interest of controlled corporation	39,600,000	–	0.81%
Yang Fan Shing, Andrew	Beneficial owner	8,000,000	–	0.16%
Yang Fan Shing, Andrew	Interest of spouse	700,000	–	0.01%
Kwok Wai Ming	Beneficial owner	23,340,000	–	0.48%

Note: Dr. Yang Fan Shing, Andrew beneficially owns the entire issued share capital of Parkson Group Limited which was interested in 39,600,000 shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange.

(b) Substantial shareholders

As at the Latest Practicable Date, according to the register of interests kept by the Company under section 336 of the SFO and so far as was known to the Directors and chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital (including any options in respect of such capital) carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of shareholder	Capacity in which such interests were held	Number of Shares or underlying Shares	Approximate percentage of existing issued share capital of the Company
Unity Investments Holdings Limited	Interest of controlled corporation	383,526,495	7.85%
Willie International Holdings Limited	Interest of controlled corporation	251,106,800	5.14%
Heritage International Holdings Limited	Interest of controlled corporation	245,220,000	5.02%

According to the register of interests kept by the Company under section 336 of the SFO and so far as was known to the Directors and chief executive of the Company, save as disclosed above, there were no other persons (other than the Directors or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or in any options in respect of such capital.

As at the Latest Practicable Date, the Directors are not aware of any Director of the Company who is a director or employee of a company which has an interest in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

LITIGATION

No member of the Group is engaged in any litigation or claims of material importance and no litigation or claims of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any of its subsidiaries other than contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associate(s) (as defined in the Listing Rules) was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

MISCELLANEOUS

- (a) The secretary and the qualified accountant of the Company is Mr. Wong Wai Man, who is a fellow member of the Hong Kong Institute of Certified Public Accountants.
- (b) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business of the Company is located at 8th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text in case of inconsistency.