
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Freeman Financial Corporation Limited, you should at once hand this supplemental circular with the accompanying revised form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 25 July 2013 (the “**Circular**”) and the notice convening an annual general meeting of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 5 September 2013 at 4:00 p.m. (the “**AGM**”). A supplemental notice of the AGM is set out on pages 7 to 8 of this supplemental circular. A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM.

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of a Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7 August 2013

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LETTER FROM THE BOARD



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)

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

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

7 August 2013

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 25 July 2013 (the “**Circular**”) which contains, among others, information relating to the re-election of Directors of the Company at the annual general meeting (“**AGM**”) of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 5 September 2013 at 4:00 p.m.. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors and the Revised Proxy Form (as defined below) and to give you a supplemental notice of the AGM, which is set out on pages 7 to 8 of this supplemental circular.

RE-ELECTION OF DIRECTORS

Reference is made to the announcement dated 7 August 2013 (the “**Announcement**”) in relation to the appointment of Mr. Chung Yuk Lun and Mr. Cheung Wing Ping as Independent Non-executive Directors. They shall be subject to re-election by the shareholders of the Company at the AGM. Both Mr. Chung Yuk Lun and Mr. Cheung Wing Ping will offer themselves for re-election as Independent Non-executive Directors at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Chung Yuk Lun and Mr. Cheung Wing Ping as Independent Non-executive Directors respectively. The biographical details of Mr. Chung Yuk Lun and Mr. Cheung Wing Ping are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM

As a result of the proposed re-election of Mr. Chung Yuk Lun and Mr. Cheung Wing Ping at the AGM subsequent to the despatch of the Circular containing the notice of AGM and accompanying form of proxy (the “**First Proxy Form**”), a supplemental notice of AGM is set out on pages 7 to 8 of this supplemental circular and a new form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.

Special arrangements about completion and submission of the Revised Proxy Form are also set out in Appendix II to this supplemental circular. Shareholders who have appointed or intended to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY OF THE DIRECTORS

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Chung Yuk Lun and Mr. Cheung Wing Ping as Independent Non-executive Directors as set out in this supplemental circular are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Your attention is also drawn to the additional information set out in the appendices to this supplemental circular.

By Order of the Board
Freeman Financial Corporation Limited
Chow Mun Yee
Executive Director

The followings are the biographical details of Mr. Chung Yuk Lun and Mr. Cheung Wing Ping proposed for re-election at the Annual General Meeting.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Yuk Lun (“Mr. Chung”), aged 52, is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants and an Associate Chartered Accountant (England and Wales). Mr. Chung has over 20 years’ experience in finance and project investment. Mr. Chung is currently an executive director of Ming Fung Jewellery Group Limited and Radford Capital Investment Limited, and an independent non-executive director of Heritage International Holdings Limited, Forefront Group Limited and Dragonite International Limited, all of which are companies listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Save as disclosed above, Mr. Chung has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Mr. Chung is not connected with any directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Chung does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Chung has not entered into any service contract with the Company. Mr. Chung will receive a director’s fee of HK\$10,000 per month, determined with reference to his background, duties and responsibilities with the Company and the prevailing market situation. His specific term of office is for three years. The directorship of Mr. Chung with the Company is subject to rotation requirements and re-election pursuant to the Articles. Other than being an Independent Non-executive Director, Mr. Chung does not hold any position in the Company or any subsidiaries of the Company as of the date of this supplemental circular.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Chung and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Cheung Wing Ping (“Mr. Cheung”), aged 46, has over 20 years of experience in auditing and accounting fields. Mr. Cheung holds a Bachelor degree in accountancy with honours from the City University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung is currently an executive director of Willie International Holdings Limited and Radford Capital Investment Limited, both of which are companies listed on the Stock Exchange.

Save as disclosed above, Mr. Cheung has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Mr. Cheung is not connected with any directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Cheung does not have any interests in the Shares which is required to be disclosed under Part XV of the SFO.

Mr. Cheung has not entered into any service contract with the Company. Mr. Cheung will receive a director's fee of HK\$10,000 per month, determined with reference to his background, duties and responsibilities with the Company and the prevailing market situation. His specific term of office is for three years. The directorship of Mr. Cheung with the Company will be subject to rotation requirements and re-election pursuant to the Articles. Other than being an Independent Non-executive Director, Mr. Cheung does not hold any position in the Company or any subsidiaries of the Company as of the date of this supplemental circular.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Cheung and there is no other matter that needs to be brought to the attention of the Shareholders.

The Directors believe that having regard to their experience and professional qualifications, Mr. Chung and Mr. Cheung can offer valuable contributions to the Board. Both Mr. Chung and Mr. Cheung are independent to the Company as per the requirements of Rule 3.13 of the Listing Rules. Mr. Chung and Mr. Cheung also provided their written confirmations with respect to their independence to the Company.

SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the share registrar of the Company in Hong Kong is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the share registrar of the Company in Hong Kong. A Shareholder who has already lodged the First Proxy Form with the share registrar of the Company in Hong Kong should note that:

- (i) If no Revised Proxy Form is lodged with the share registrar of the Company in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.

The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-election of Mr. Chung and Mr. Cheung as Independent Non-executive Directors as set out in this supplemental circular;

- (ii) if the Revised Proxy Form is lodged with the share registrar of the Company in Hong Kong 48 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the share registrar of the Company in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the share registrar of the Company in Hong Kong.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of annual general meeting (the “**AGM Notice**”) published on 25 July 2013 by the Company to convene the annual general meeting of the Company at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 5 September 2013 at 4:00 p.m. (the “**AGM**”).

Details of the proposed resolutions to be considered at the AGM were set out in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 25 July 2013. Apart from the amendments set out hereinbelow, all the information contained in the AGM Notice remains valid and effective.

Due to the matters set out in the supplemental circular of the Company dated 7 August 2013, the following resolutions shall be added to the AGM Notice as additional resolutions numbered 12 and 13:

AS ORDINARY BUSINESS

12. To re-elect Mr. Chung Yuk Lun as an Independent Non-executive Director of the Company.
13. To re-elect Mr. Cheung Wing Ping as an Independent Non-executive Director of the Company.

By order of the Board
Freeman Financial Corporation Limited
Chow Mun Yee
Executive Director

Hong Kong, 7 August 2013

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A revised proxy form (the “Revised Proxy Form”) is enclosed with the supplemental circular of the Company dated 7 August 2013 (the “Supplemental Circular”). Please refer to Appendix II to the Supplemental Circular for special arrangement about completion and submission of the Revised Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the AGM and other relevant matters.

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