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If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the enclosed form of proxy 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.

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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)****REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE
SHARES; REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER SHARE OPTION SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 14 November 2014 at 4:00 p.m. or any adjournment thereof is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so wish.

29 October 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 28 August 2014
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the issue of the Bonus Shares on the basis of one Bonus Share for every one existing Share held by the Qualifying Shareholders at the close of business on the Record Date
“Bonus Issue Circular”	the circular of the Company dated 28 July 2014, among other things, in relation to the Bonus Issue
“Bonus Share(s)”	the new Share(s) allotted and issued pursuant to the Bonus Issue
“Company”	Freeman Financial Corporation Limited (Stock Code: 279), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Friday, 14 November 2014 at 4:00 p.m. for the purpose of considering and, if thought fit, approving the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit
“Existing General Mandate”	the general mandate duly approved and granted by the Shareholders at the AGM to the Directors to allot, issue and deal with a maximum of 68,827,582 new Shares, representing 20% of the issued share capital of the Company as at the date of the AGM

DEFINITIONS

“Existing Scheme Mandate Limit”	the scheme mandate limit duly approved and granted by the Shareholders at the AGM to the Directors to allot and issue Shares upon the exercise of the options to be granted under the Share Option Scheme, with a maximum of 34,413,791 new Shares, being 10% of the issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the new mandate proposed to be sought at the EGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the EGM
“Latest Practicable Date”	27 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Overseas Shareholders”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong
“Qualifying Shareholders”	Shareholders, other than the Overseas Shareholders whom the Directors, after making enquiries, consider it is necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Record Date”	10 September 2014, as the date by reference to which entitlements to the Bonus Issue are determined
“Refreshment of General Mandate”	the proposed refreshment of the Existing General Mandate to the grant of the Issue Mandate

DEFINITIONS

“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Existing Scheme Mandate Limit to the grant of the Scheme Mandate Limit
“Scheme Mandate Limit”	the new limit proposed to be sought at the EGM to authorise the Directors to allot and issue Shares upon the exercise of the options to be granted under the Share Option Scheme of the Company, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the EGM
“Share(s)”	ordinary share(s) of a par value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 31 August 2012 and valid and effective for a period of ten years
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

29 October 2014

To the Shareholders

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES;
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER SHARE OPTION SCHEME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) information relating to the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit under the Share Option Scheme; and (ii) the notice of EGM to be convened and held for the purpose of considering and, if thought fit, approving the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit under the Share Option Scheme.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE

Background of and reasons for the Refreshment of General Mandate

The Company is an investment holding company and its subsidiaries are principally engaged in the financial services sector, including the provision of securities brokerage services, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, trading of securities, provision of finance, as well as investment holding. As at 30 September 2014, the Group had cash and bank balances of approximately HK\$267.1 million.

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to allot, issue and deal with up to 68,827,582 new Shares, representing 20% of the issued share capital of the Company (i.e. 344,137,910 Shares) as at the date of the AGM.

As set out in the Bonus Issue Circular, the Company proposed the Bonus Issue to the Qualifying Shareholders on the basis of one Bonus Share for every one existing Share held on the Record Date by the Qualifying Shareholders. After the Bonus Issue and as at the Latest Practicable Date, the Company has 344,137,910 Bonus Shares in issue and the number of issued Shares was increased to 688,275,820 Shares accordingly.

The Bonus Shares were allotted and issued to the Qualifying Shareholders on 16 September 2014 and the issued share capital of the Company was substantially increased. The Board believes that the Refreshment of General Mandate before the date of next annual general meeting is in the best interests of the Company and the Shareholders as a whole by maintaining the flexibility for any future allotment and issue of Shares by the Board as and when necessary for the Group's future business development. Should future funding needs arise or attractive terms for investment in the Shares become available from potential investors, the Board will be able to respond to the market and such investment opportunities promptly because fund raising exercise pursuant to a general mandate provides the Company a more simple and less lead time process than other types of fund raising exercise.

The Issue Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Existing General Mandate has not been utilised nor refreshed since the AGM. In order to reflect the actual number of Shares after completion of the Bonus Issue, refreshing the Existing General Mandate could allow the Company to conduct fund raising activities more promptly as and when opportunities arise.

LETTER FROM THE BOARD

Therefore, the Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the EGM and considers the Refreshment of General Mandate is in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has not yet identified and/or concluded any terms for any fund raising opportunities with any financial institution(s). Subject to the passing of the proposed resolution for the Refreshment of General Mandate by the Shareholders at the EGM by way of poll and on the basis that no Share(s) will be issued or repurchased by the Company prior to the EGM, the Company will be allowed to issue 137,655,164 new Shares under the Issue Mandate.

Fund raising activities in the past twelve months

The Company's equity fund raising activity over the past 12-month period immediately preceding the date of this circular is set out below:

Date of announcement	Fund raising activities	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of proceeds
20 November 2013	Placing 57,356,318 Shares at a price of HK\$0.70 per Share	HK\$38.3 million	General working capital	Used as intended

Save as disclosed above, the Company had not conducted any fund raising activities in the past twelve months immediately preceding the date of this circular.

LETTER FROM THE BOARD

Potential dilution to shareholding of the public Shareholders

For illustrative purposes only, the table below sets out the shareholding structure of the Company on the assumption that the Issue Mandate is fully utilised.

Name of Shareholders	As at the Latest Practicable Date		Upon full utilisation of the Issue Mandate	
	No. of Shares	Approximate%	No. of Shares	Approximate%
Directors				
Mr. Andrew Liu (<i>Note 1</i>)	74,456,538	10.82	74,456,538	9.01
Ms. Au Shuk Yee, Sue (<i>Note 2</i>)	491,688	0.07	491,688	0.06
Ms. Chow Mun Yee (<i>Note 2</i>)	403,200	0.06	403,200	0.05
Public Shareholders:				
Shares available under the Issue Mandate (<i>Note 3</i>)	–	–	137,655,164	16.67
Existing public Shareholders	612,924,394	89.05	612,924,394	74.21
	<u>688,275,820</u>	<u>100.00</u>	<u>825,930,984</u>	<u>100.00</u>

Note 1: Mr. Andrew Liu is the non-executive Director of the Company and these shares are held by Uritas Capital Strategic Partners I Limited, which is a company wholly-owned by Mr. Andrew Liu.

Note 2: Ms. Au Shuk Yee, Sue and Ms. Chow Mun Yee are the executive Directors of the Company.

Note 3: Assuming all Shares available under the Issue Mandate will be allotted and issued to public Shareholders other than the Directors.

The scenario above illustrates that the shareholding of the existing public Shareholders would be decreased from approximately 89.05% to approximately 74.21% upon full utilisation of the Issue Mandate which represents a dilution of approximately 14.84 percent points.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT UNDER SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 31 August 2012. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. The Existing Scheme Mandate Limit has been refreshed at the AGM.

As at the Latest Practicable Date, a total of 688,275,820 Shares were in issue and no share option is outstanding since the adoption of Share Option Scheme. In view of the increase in issued share capital of the Company as a result of the Bonus Issue, the Refreshment of Scheme Mandate Limit is proposed. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of the EGM and that no further options will be granted under the Share Option Scheme prior to the date of the EGM, the number of Shares that may fall to be allotted and issued upon exercise in full of the options that may be granted, after the relevant resolution is passed at the EGM, would be 68,827,582 Shares.

Pursuant to the terms of the Share Option Scheme and the Listing Rules, the Scheme Mandate Limit shall not in any event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeding 30% of the Shares in issue from time to time.

The Refreshment of Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution by way of poll pursuant to the Listing Rules to approve the Refreshment of Scheme Mandate Limit at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, any new Shares (representing a maximum of 10% of the Shares in issue as at the date of approval of such resolution at the EGM) which may fall to be issued upon the exercise of all options to be granted under the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (ii) above.

The Company proposes to seek the approval by the Shareholders for the Refreshment of Scheme Mandate Limit with a view to allowing the Company more flexibility to provide more incentives or rewards to eligible participants for their contribution to the Group. The Directors consider that it will be for the benefit of the Company and the Shareholders as a whole that the eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options. This will motivate the eligible participants to contribute to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the EGM for the Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

Voting by Poll

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the EGM will also be taken by poll. A poll results announcement will be made by the Company after the EGM in accordance with Rule 13.39(5) of the Listing Rules. As at the Latest Practicable Date, a total of 688,275,820 Shares were in issue. An ordinary resolution will be proposed to approve the Refreshment of General Mandate. According to Rule 13.36(4)(e) of the Listing Rules, it will not be necessary for the Company to comply with, among other things, the requirement to obtain independent shareholders' approval in order to refresh its general mandate immediately thereafter such that the amount in percentage terms of the unused part the general mandate upon refreshment is the same as the unused part of the general mandate immediately before the issue of securities. In light of this, no Shareholders will be required to abstain from voting in relation to the resolutions to approve, among other things, the proposed Refreshment of General Mandate and Refreshment of Scheme Mandate Limit.

EGM

A notice convening the EGM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 14 November 2014 at 4:00 p.m. is set out on pages 11 to 14 of this circular.

A proxy form for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to complete and return the proxy form to 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 appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

Having considered the reasons as set out herein, the Board hereby recommends the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the EGM to approve the Refreshment of General Mandate and the Refreshment of Scheme Mandate Limit under the Share Option Scheme.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

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

NOTICE OF EGM



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 an extraordinary general meeting (the “EGM”) 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, 14 November 2014 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) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF EGM

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or on the exercise of any options granted under the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
- (iii) the date upon which the authority set out in this resolution revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of member of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

NOTICE OF EGM

2. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in the shares in the share capital of the Company to be issued upon the exercise of share options under the share option scheme adopted by the Company on 31 August 2012 (the “Share Option Scheme”), the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 29 October 2014

Notes:

1. Any shareholder of the Company (the “Shareholder(s)”) entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a Shareholder.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF EGM

5. The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to 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 appointed for the holding of the EGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll, and in default the form of proxy shall not be treated as valid.