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If you are in any doubt as to any aspect of this 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 adviser.

If you have sold or transferred all your shares in Freeman Financial Corporation Limited, you should at once hand this circular and the accompanying proxy form 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)

PROPOSALS FOR

- (1) SHARE SUBDIVISION;**
 - (2) BONUS ISSUE OF SHARES;**
 - (3) CHANGE IN BOARD LOT SIZE;**
- AND**

- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**
-

A notice convening the extraordinary general meeting (the “EGM”) of Freeman Financial Corporation Limited (the “Company”) to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 12 December 2014 at 10:00 a.m. is set out on pages 13 to 15 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish.

Hong Kong, 24 November 2014

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EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision, the Bonus Issue and the Change in Board Lot Size is set out below.

2014
(Hong Kong time)

Latest time for lodging proxy form for the EGM (not less than 48 hours prior to time of the EGM) 10:00 a.m. on Wednesday, 10 December

Expected date and time of the EGM. 10:00 a.m. on Friday, 12 December

Announcement of poll results of the EGM. Friday, 12 December

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision and the Bonus Issue as set out in the section headed “Conditions of the Share Subdivision” and “Conditions of the Bonus Issue” below.

Effective date of the Share Subdivision Monday, 15 December

Free exchange of existing share certificates for new share certificates for Subdivided Shares commences Monday, 15 December

Dealing in Subdivided Shares commences 9:00 a.m. on Monday, 15 December

Original counter for trading in existing Shares (in board lots of 4,000 Shares) closes. 9:00 a.m. on Monday, 15 December

Temporary counter for trading in Subdivided Shares in board lots of 40,000 Subdivided Shares (in form of existing share certificates in red colour) opens. 9:00 a.m. on Monday, 15 December

Last day of dealing in Subdivided Shares on a cum-entitlement basis in respect of the Bonus Issue Monday, 15 December

First day of dealing in Subdivided Shares on an ex-entitlement basis in respect of the Bonus Issue. Tuesday, 16 December

Latest time for lodging transfers form of Subdivided Shares for determining entitlement to the Bonus Issue 4:30 p.m. on Wednesday, 17 December

Closure of register of members of the Company for determining entitlement to the Bonus Issue Thursday, 18 December to Friday, 19 December (both days inclusive)

EXPECTED TIMETABLE

Record Date for determining entitlement to the Bonus Issue Friday, 19 December

Register of members of the Company re-opens Monday, 22 December

Certificates for Bonus Shares to be despatched Tuesday, 30 December

Dealing in Bonus Shares commences 9:00 a.m. on Wednesday, 31 December

Original counter for trading in Subdivided Shares (in board
lots of 20,000 Subdivided Shares) re-opens 9:00 a.m. on Wednesday, 31 December

Designated broker starts to stand in the market to
provide matching services for the sale and purchase of
odd lots of Subdivided Shares 9:00 a.m. on Wednesday, 31 December

Parallel trading in existing Shares and Subdivided Shares
(in form of existing share certificates in red colour and
new share certificates in green colour) begins 9:00 a.m. on Wednesday, 31 December

2015
(Hong Kong time)

Temporary counter for trading in Subdivided Shares in
board lots of 40,000 Subdivided Shares (in form of
existing share certificates in red colour) closes 4:00 p.m. on Wednesday, 21 January

Parallel trading in Shares and Subdivided Shares (in
form of existing share certificates in red colour and
new share certificates in green colour) ends 4:00 p.m. on Wednesday, 21 January

Designated broker ceases to stand in the market
to provide matching services for the sale and
purchase of odd lots of Subdivided Shares 4:00 p.m. on Wednesday, 21 January

Free exchange of existing share certificates for
new share certificates in green colour ends Friday, 23 January

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above depends on the results of the EGM and are therefore for indicative purpose only. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Bonus Issue”	the issue of the Bonus Shares to the Qualifying Shareholders on the basis of one Bonus Share for every two Subdivided Shares held on the Record Date as described in this circular
“Bonus Share(s)”	new Share(s) to be allotted and issued by way of the Bonus Issue by the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 4,000 existing Shares to 20,000 Subdivided Shares after the Share Subdivision becoming effective
“Company”	Freeman Financial Corporation Limited (Stock Code: 279), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the Share Subdivision and the Bonus Issue
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	20 November 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“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”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date who are entitled to the Bonus Issue but excluding Overseas Shareholder(s) whom the Board, 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”	being the date for determination of entitlement to the Bonus Issue, which is expected to be Friday, 19 December 2014
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Subdivision becoming effective
“Shareholder(s)”	registered holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into ten Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company arising from and upon the Share Subdivision becoming effective

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

24 November 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) SHARE SUBDIVISION;
(2) BONUS ISSUE OF SHARES;
(3) CHANGE IN BOARD LOT SIZE;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 11 November 2014, the Company announced the proposed Share Subdivision, Bonus Issue and Change in Board Lot Size.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in relation to, among other things, details of (i) the Share Subdivision; (ii) the Bonus Issue; (iii) the Change in Board Lot Size; and (iv) the notice of the EGM at which ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the Share Subdivision and the Bonus Issue.

PROPOSED SHARE SUBDIVISION

Basis of Share Subdivision

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be subdivided into ten Subdivided Shares of HK\$0.001 each. The Share Subdivision will become effective upon the fulfillment of the condition set out under the section headed “Conditions of Share Subdivision” below.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$5,000,000,000.00 divided into 500,000,000,000 Shares of HK\$0.01 each, of which 688,275,820 Shares are in issue and fully paid or credited as fully paid. There are no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the Latest Practicable Date. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$5,000,000,000.00 divided into 5,000,000,000,000 Subdivided Shares of HK\$0.001 each, of which 6,882,758,200 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are repurchased or issued prior to the Share Subdivision becoming effective.

As at the Latest Practicable Date, the Company currently has no intention to have any fund raising activities.

Conditions of Share Subdivision

The completion of Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the day next following the passing of the ordinary resolution as specified therein, which is expected to take place on Monday, 15 December 2014.

LETTER FROM THE BOARD

Effect of Share Subdivision

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any changes in the relative rights of the Shareholders.

The Share Subdivision will not be expected to result in any odd lots other than those already exist.

Exchange of share certificates

Upon the Share Subdivision becoming effective, the Shareholders may, during the period from Monday, 15 December 2014 to Friday, 23 January 2015 (both dates inclusive), submit their existing certificates for the Shares to the Company's share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge. Thereafter, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each certificate issued or cancelled, whichever is higher. Existing certificates for the Shares will continue to be good evidence of legal title and may be exchanged for certificates for Subdivided Shares at any time at the expense of the Shareholders.

The new share certificates will be green in colour so as to be distinguished from the existing share certificates which are red in colour.

BONUS ISSUE OF SHARES

Basis of Bonus Issue

The Board is pleased to announce that the Bonus Issue will be made on the basis of one Bonus Share for every two Subdivided Shares held by the Qualifying Shareholders on the Record Date which is expected to be Friday, 19 December 2014 upon the fulfillment of the conditions set out under the section headed "Conditions of Bonus Issue" below.

On the basis of 6,882,758,200 Subdivided Shares after the Share Subdivision becoming effective, and assuming no further Shares or Subdivided Shares (as the case may be) will be repurchased or issued on or before the Record Date, it is anticipated that 3,441,379,100 Bonus Shares credited as fully paid at par by way of capitalization of part of the Company's retained profits will be allotted and issued to the Qualifying Shareholders under the Bonus Issue. After the completion of the Bonus Issue, there will be a total of 10,324,137,300 Subdivided Shares in issue as enlarged by the Bonus Issue.

LETTER FROM THE BOARD

Fraction of Bonus Shares

On the basis of one Bonus Share for every two Subdivided Shares to be held by the Qualifying Shareholders on the Record Date, no fractional entitlement will arise. Fractional entitlements to the Bonus Shares (if any) will not be allotted or issued to Shareholders.

Conditions of Bonus Issue

The completion of Bonus Issue is conditional upon:

- (a) the Share Subdivision becoming effective;
- (b) the approval of the Bonus Issue by the Shareholders at the EGM; and
- (c) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares.

Closure of register of members

For the purpose of determining Shareholders' entitlements to the Bonus Issue, the register of members of the Company will be closed from Thursday, 18 December 2014 to Friday, 19 December 2014, both days inclusive, during which period no transfer of Shares will be registered.

In order to qualify for the entitlements to the Bonus Issue, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, no later than 4:30 p.m. on Wednesday, 17 December 2014.

Overseas Shareholders

In compliance with the necessary requirements of the Listing Rules, the Company will make enquiries regarding the feasibility of extending the Bonus Issue to the Overseas Shareholders (if any). Up to the Latest Practicable Date, the Company has not yet made any enquiries to the legal advisors as based on information provided by the share registrar of the Company, there is no Overseas Shareholder as at the Latest Practicable Date.

LETTER FROM THE BOARD

If, based on the legal opinions, the Directors consider that it is necessary or expedient not to issue the Bonus Shares to Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that(those) place(s), no Bonus Share will be issued to such Overseas Shareholders. However, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by post at his/her/its own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

Status of Bonus Shares

The Bonus Shares, upon allotment and issue, will rank *pari passu* with the Shares or Subdivided Shares (as the case may be) then existing in all respects, including the entitlement to receiving dividends and other distributions, the record date for which is on or after the date of allotment and issue of those Bonus Shares.

Certificates for Bonus Shares

It is expected that share certificates for the Bonus Shares (which are not renounceable) will be despatched by ordinary post to the Qualifying Shareholders on Tuesday, 30 December 2014 at the risk of the Qualifying Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealing in the Bonus Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Wednesday, 31 December 2014.

Odd lot arrangement

In order to alleviate the difficulties arising from the existence of odd lots of Subdivided Shares due to the Bonus Issue, the Company has appointed Freeman Securities Limited as the designated broker to stand in the market to provide matching services for the odd lots of the Subdivided Shares on a best effort basis during the period from Wednesday, 31 December 2014 to Wednesday, 21 January 2015 (both days inclusive). Holders of odd lots of the Subdivided Shares who wish to take advantage of these services either to dispose of their odd lots of the Subdivided Shares or to top up to a board lot of 20,000 Subdivided Shares may contact Ms. Hong Ming Kiu, May of Freeman Securities Limited at telephone number (852) 3513 8000 during the aforesaid period. Shareholders should note that the above matching services are on a best effort basis only and successful matching of the sale and purchase of odd lots of Subdivided Shares is not guaranteed. Shareholders who are in doubt about such matching service are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

CHANGE IN BOARD LOT SIZE

As at the date of this circular, the Shares are traded on the Stock Exchange in board lots of 4,000 Shares each. The Board would arrange for changing the board lot size for trading in the Shares from 4,000 existing Shares to 20,000 Subdivided Shares after the Share Subdivision becoming effective.

Based on the closing price of HK\$2.79 per existing Share as quoted on the Stock Exchange as at the Latest Practicable Date (equivalent to a theoretical ex-entitlement price of approximately HK\$0.186 per Subdivided Share upon the Share Subdivision becoming effective and the allotment of the Bonus Shares), the market value of each board lot of 4,000 Subdivided Shares is estimated to be approximately HK\$744.00 upon the Share Subdivision becoming effective and the allotment of the Bonus Shares. With the Change in Board Lot Size to be implemented by the Board after the Share Subdivision becoming effective, the market value per board lot of 20,000 (instead of 4,000) Subdivided Shares is estimated to be approximately HK\$3,720.00, based on the theoretical ex-entitlement price of approximately HK\$0.186 per Subdivided Share. Save as disclosed herein, the Change in Board Lot Size will not affect the rights of the Shareholders. Dealing in the Subdivided Shares on the Stock Exchange in the new board lot size of 20,000 Subdivided Shares is expected to commence at 9:00 a.m. on Wednesday, 31 December 2014.

The Change in Board Lot Size together with the Share Subdivision will not be expected to result in any odd lots other than those already exist as one existing board lot of 4,000 existing Shares will become two new board lots of 20,000 Subdivided Shares.

LISTING AND DEALINGS

Application has been made to the Stock Exchange in respect of such approval for the listing of, and permission to deal in, the Subdivided Shares and the Bonus Shares respectively.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares and the Bonus Shares on Stock Exchange, the Subdivided Shares and the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of dealings in the Subdivided Shares and the Bonus Shares respectively on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in or listing or permission to deal is being or proposed to be sought on other stock exchanges other than the Stock Exchange.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF SHARE SUBDIVISION, BONUS ISSUE AND CHANGE IN BOARD LOT SIZE

The Share Subdivision (when effective) will decrease the nominal value and increase the total number of shares in issue and correspondingly result in downward adjustment to the trading price of the Shares so that the market value per board lot of Shares can be reduced to appeal to more investors.

With reference to the Company's announcement dated 6 November 2014 in relation to a profit alert for the six months period ended 30 September 2014 and based on the financial information currently available, the Group is expected to record a very substantial profit for the unaudited interim results of the Group for the six months period ended 30 September 2014, the Board decides to make the Bonus Issue for recognition of the continual support of the Shareholders.

Based on the closing price of HK\$2.79 per existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value per board lot of 4,000 existing Shares is HK\$11,160.00. After effecting the Share Subdivision, the Bonus Issue and the Change in Board Lot Size, the estimated market value per board lot of 20,000 Subdivided Shares will be theoretically lowered to approximately HK\$3,720.00 as explained in the section headed "Change in Board Lot Size" above.

The Board is of the view that the Share Subdivision and the Bonus Issue may improve the trading liquidity of the Subdivided Shares and thereby would attract more investors and broaden its Shareholders' base. The Board believes that the Change in Board Lot Size will help to reduce the overall transaction costs for dealing in the Subdivided Shares which are calculated on per board lot basis. Accordingly, the Board considers that the implementation of the Share Subdivision and the Bonus Issue together with the Change in Board Lot Size is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EGM

A notice convening the EGM to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 12 December 2014 at 10:00 a.m. for the purpose of considering, and if thought fit, approving (i) the Share Subdivision and (ii) the Bonus Issue is set out on pages 13 to 15 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.

LETTER FROM THE BOARD

The Board is not aware of any requirement for any Shareholder to abstain from voting on the resolution to approve the Share Subdivision and the Bonus Issue at the EGM. Pursuant to 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting shall be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

GENERAL

The Company is incorporated in the Cayman Islands with limited liability. The Group is 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.

No Shareholders' approval is required for the Company's implementation of the Change in Board Lot Size.

RECOMMENDATION

The Directors are of the opinion that the proposals for the Share Subdivision and the Bonus Issue are in the best interests of the Company and the Shareholders as a whole, and accordingly the Board recommends you to vote in favour of the relevant ordinary resolutions to be proposed at the EGM.

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

Yours faithfully,
By Order of the Board of
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 the extraordinary general meeting 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, 12 December 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), the Share Subdivision (as defined below) be approved in the following manner:
 - (a) every existing issued and unissued shares of HK\$0.01 each (the “Shares”) in the share capital of the Company be subdivided into ten subdivided shares of HK\$0.001 each (the “Subdivided Shares”) in the share capital of the Company (the “Share Subdivision”) and the Share Subdivision shall take effect on the next business day following the date on which this resolution is passed;
 - (b) all of the Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any changes in the relative rights of the shareholders of the Company (the “Shareholders”); and
 - (c) the Directors of the Company be and are hereby authorised to do all such acts and things and to effect all necessary actions as he or she may consider necessary or expedient to implement and give effect to the Share Subdivision and arrangements as set out in this resolution.”

2. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares (as defined below), the Bonus Issue (as defined below) be approved in the following manner:

NOTICE OF EGM

- (a) an amount standing to the credit of the retained profits of the Company be capitalised and accordingly the Directors of the Company be and are hereby authorised and directed to apply such amount in paying up in full at par new ordinary shares of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective (the “Bonus Shares”) and that such Bonus Shares shall be allotted and distributed, credited as fully paid up at par (subject as referred to paragraph (b) below), to and among members of the Company whose names appear on the register of members of the Company at the close of business on 19 December 2014 (the “Record Date”), other than those members whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors of the Company consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange, on the basis of one Bonus Share for every two Subdivided Shares of HK\$0.001 each in the share capital of the Company held by them respectively on the Record Date (the “Bonus Issue”);
- (b) no fractional Bonus Shares shall be allotted or issued to the members of the Company;
- (c) the Bonus Shares to be issued pursuant to paragraph (a) above will rank *pari passu* with the Shares or Subdivided Shares (as the case may be) then existing in all respects except for those Shares or Subdivided Shares which will not rank for the Bonus Issue as set out in this resolution; and
- (d) the Directors of the Company be and are hereby authorised to do all such acts and things as he or she may consider necessary or expedient to implement and give effect to the Bonus Issue and arrangements as set out in this resolution.”

By Order of the Board of
FREEMAN FINANCIAL CORPORATION LIMITED
Lo Kan Sun
Chairman

Hong Kong, 24 November 2014

Notes:

1. To be valid, the instrument appointing a proxy must 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.

NOTICE OF EGM

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 must 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.
5. The register of members of the Company will be closed from Thursday, 18 December 2014 to Friday, 19 December 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed bonus issue, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 17 December 2014.

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