



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)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 24 JUNE 2015 AT 4:00 P.M.

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.001 each in the share capital of Freeman Financial Corporation Limited (the "Company"), HEREBY APPOINT ³
the chairman of the special general meeting, or _____
of _____
as my/our proxy to attend for me/us at the special general meeting (and at any adjournment thereof) to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Wednesday, 24 June 2015 at 4:00 P.M. for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the said meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated.

	ORDINARY RESOLUTIONS	For ⁴	Against ⁴
1.	To approve, confirm and ratify the First Placing Agreement (as defined in the circular of the Company dated 9 June 2015) and all the transactions contemplated thereunder and the creation and issue of the First Warrants with First Mandatory Exercise Rights ; the allotment and issue of the First Warrant Shares under the First Specific Mandate; and to authorise any one Director of the Company to do all things necessary for implementation thereof.		
2.	To approve, confirm and ratify the Second Placing Agreement (as defined in the circular of the Company dated 9 June 2015) and all the transactions contemplated thereunder and the creation and issue of the Second Warrants with Second Mandatory Exercise Rights ; to grant the Second Specific Mandate for allotment and issue of the Second Warrant Shares; and to authorise any one Director of the Company to do all things necessary for implementation thereof.		

Signature(s) ⁵ _____

Date _____

NOTES:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out "the chairman of the special general meeting, or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. 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.
7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Company's branch 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 adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. 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 any 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.