The whole of this document must be returned to be valid. 本文件必須整份交回方為有效。

Form A 表 格 甲

Provisional Allotment Letter No.	
暫定配額通知書號碼	
II AC 110 BA AC 744 III 300 445	

IMPORTANT

重要提示

THIS PROVISIONAL ALLOTMENT LETTER IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS LETTER AND THE EXCESS APPLICATION FORM EXPIRES AT 4:00 P.M. ON FRIDAY, 4 MAY 2012.
本暫定配額通知書有價值及可轉導、關下並須即時處理。本通知書及隨附額外供股股份申請表格所載之認購邀請於二零一二年五月四日(星期五)下午四時正截止。 FYOU ARE IN ANY DOUBT ABOUT THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE. 閣下對本文件之內容成應採取之行動如有任何疑問,應等求獨立專業意見。

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completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.
香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司(「香港結算」)對本文件之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本文件全部或任何部分內容而產生或因倚賴該等內容而引致之任何損 失承擔任何責任。

對任何此等文件之內容概不負責。 If you wish to exercise your right to subscribe for all the Rights Shares specified in this Provisional Allotment Letter, you should lodge this Provisional Allotment Letter in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Friday, 4 May 2012. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's order must be issued by, a licensed bank in Hong Kong and made payable to "Freeman Financial Corporation Limited – Provisional Allotment Account" and crossed "Account Payee Only".

《 閣下授行使 閣下之權利認購本暫定配額通知書指定之所有供股股份 · 閣下必須養賦於二零一二年五月四日(星期五)下午四時正前按照本表格印列之指示將本暫定配額通知書建同須於接納時繳付之全部股款送交本公司之香港股份登配處卓性秘書的表有股公司,她此為香港灣有早最后找實史的數金值集中心26楼。所有股款均須光幣专業或銀行本票繳行。而支票須由香港之持牌銀行戶口開出。銀行本票須由香港之持牌銀行發出。註明抬頭人為「Freeman Financial Corporation Limited – Provisional Allotment Account」,並以「只准入抬頭人賬戶」劃線方式開出。

FREEMAN FINANCIAL CORPORATION LIMITED 民豐企業控股有限公司

Branch Share Registrar in Hong Kong: 香港股份登記分處

Tricor Secretaries Limited 26th Floor Tesbury Centre 28 Queen's Boad Fast

Wanchai, Hong Kong 卓佳秘書商務有限公司 香港灣仔皇后大道東28號 金鐘匯中心26樓

(incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司) (Stock code股份代號: 279)

RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES AT A PRICE OF HK\$0.10 PER RIGHTS SHARE FOR EVERY SHARE HELD ON RECORD DATE BY QUALIFYING SHAREHOLDERS PAYABLE IN FULL ON APPLICATION

按合資格股東於記錄日期每持有一股股份 以每股供股股份港幣0.10元之價格 可獲發兩股供股股份之基準進行供股,供股股款須於申請時繳足

> PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Head Office and Principal Place of Business in Hong Kong: 總辦事處及香港主要營業地點: Room 2302, 23rd Floor China United Centre 28 Marble Road North Point Hong Kong 香港 北角 馬寶道28號 23樓2302室

Reaistered Office: 註冊辦事處: Cricket Square Hutchins Drive PO Box 2681 Grand Cayman KY1 - 1111 Cavman Islands

19 April 2012 - - 年 四 月 十 カ.日

Name(s) and address of Qualifying Shareholder(s) 合資格股東姓名及地址	Box A 甲欄	
	Box E 乙欄	
		Total subscription money payable 應繳認購款項總額
	Box C 丙欄 HK\$ 港幣	_

Dealings in the Rights Shares in the nil-paid form will take place from Monday, 23 April 2012 to Monday, 30 April 2012 to Monday on the Rights Issue is usually take place during a period when the conditions to which the Right Issue may be a May Shareholder or other person contemplating buying or selling Shares during the period from own up to the on which all the conditions of the Rights Issue are fulfilled (which is expected to be before 40 by Dm. of the Latest Termination Deltay, or Rights Shares in their nil-paid form from Monday, 23 April 2012 to Monday, 30 April 2012 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholder or other person contemplating buying or selling Shares or Rights Shares in their nil-paid form who is a may doubt about his/Its position is recommended to consult his/Its professional adviser. on the Latest fermination Date, one or more or the tollowing events or matter's presente or not coming pair or a sense or events) stee occur, and or one occur.

ege in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong, the Cayman Islands or elsewhere; (b)

ck Exchange; or Hong Kong, the Cayman Islands or elsewhere, which event or events is or are in the reasonable opinion of an Underwriter.

ights issue,
the Underwriters may be entitled, by notice in writing to the Company terminate the Underwriting Agreement.

In determine (save for any antecedent breaches thereof) and no party to the Underwriting Agreement shall have any claim against any other party in respect of any matter or thing

未缴股条件股股份等由二零一二年四月二十三日(星期一)至二零一二年四月三十日(星期一)(包集)(包括首尾兩日)期間質費未缴股款份数的分割。按常買實款价供股受限之條件尚未建成期間內進行。因此,任何類由即日起直至所有任股條件達成當日(預期為於最後按止日期下午四時正前)期間內買數份之股東或其他人士。或擬於二零一二年四月二十三日(星期一)至二零一二年四月三十日(星期一)(包括首尾兩日)期間質費未缴股款供股股份之股東或其他人士。將沒非擔任物理的不會成為無條件及可能無法進行之間急。任何難買費股份或未缴股款供股股份之股東或其他人士如對其情

FREEMAN FINANCIAL CORPORATION LIMITED

民豐企業控股有限公司

(incorporated in the Cayman Islands with limited liability)

19 April 2012

Dear Qualifying Shareholders,

In accordance with the terms set out in the prospectus dated 19 April 2012 (the "Prospectus") despatched to shareholders of Freeman Financial Corporation Limited (the "Company"), a copy of which is enclosed, the directors of the Company have provisionally allotted to you a number of rights shares (the "Rights Shares") on the basis of two Rights Shares for every share of HK\$0.01 each in the capital of the Company held and registered in your name(s) as at 18 April 2012. The total number of Shares registered in your name(s) as at 18 April 2012 is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings herein unless the context requires otherwise.

No action has been taken to permit the offering of the Rights Shares or the distribution of the documents in connection with the Rights Issue in any jurisdiction other than Hong Kong.

When issued, allotted and fully paid, the Rights Shares will rank pari passu in all respects with the Shares in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the fully-paid Rights Shares.

PROCEDURE FOR ACCEPTANCE

To take up your provisional allotment in full, you must lodge the whole of the provisional allotment letter ("Provisional Allotment Letter") intact with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by no later than 4:00 p.m. on Friday, 4 May 2012. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Freeman Financial Corporation Limited – Provisional Allotment Account" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this Provisional Allotment Letter and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with the Provisional Allotment Letter should be addressed to the Company's share registrar in Hong Kong at the above address. It should be noted that unless this Provisional Allotment Letter, together with the appropriate remittance for the amount shown in Box C, has been received as described above by no later than 4:00 p.m. on Friday, 4 May 2012 whether by the original allottee or any person to whom the rights have been validly transferred, this provisional allotment and all rights hereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to treat but may at its absolute discretion treat a Provisional Allotment Letter is not completed in accordance with the relevant instructions.

EXCESS RIGHTS SHARES

If you are a Qualifying Shareholder and you wish to apply for any Rights Shares in addition to those provisionally allotted to you, you should complete and sign the accompanying excess application form as indicated therein and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by no later than 4:00 p.m. on Friday, 4 May 2012. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Freeman Financial Corporation Limited – Excess Application Account" and crossed "Account Payee Only".

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this Provisional Allotment Letter to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge the whole of this Provisional Allotment Letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by no later than 4:00 p.m. on Friday, 4 May 2012. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.

SPI ITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer your rights to more than one person, the original Provisional Allotment Letter must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Wednesday, 25 April 2012 with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, who will cancel the original Provisional Allotment Letter and issue new Provisional Allotment Letter. the denominations required, which will be available for collection at Tricor Secretaries Limited after 9:00 a.m. on the second Business Day after your surrender of the original Provisional Allotment Letter.

TERMINATION OF THE UNDERWRITING AGREEMENT

Dealings in the Rights Shares in the nil-paid form will take place from Monday, 23 April 2012 to Monday, 30 April 2012 (both dates inclusive). Such dealings will take place during a period when the conditions to which the Rights Issue is subject are yet to be fulfilled. Any Shareholder or other person contemplating buying or selling shares during the period from now up to the date on which all the conditions of the Rights Issue are fulfilled (which is expected to be on the Latest Termination Date), or Rights Shares in their nil-paid form from Monday, 23 April 2012 to Monday, 30 April 2012 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholder or other person contemplating buying or selling Shares or Rights Shares in their nil-paid form who is in any doubt about his/its position is recommended to consult his/its professional adviser.

If at any time between the date of the Underwriting Agreement and 4:00 p.m. on the Latest Termination Date, one or more of the following events or matters (whether or not forming part of a series of events) shall occur, arise or exist:

- (a) an Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that, any of the representations or warranties contained in the Underwriting Agreement is untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of that Underwriter) material in the context of the Rights Issue; or
- (b) (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong, the Cayman Islands or elsewhere;
 - (ii) any change in local, national or international financial, political, industrial or economic conditions;
 - (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;
 - (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
 - (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange; or
 - (vi) any change or development involving a prospective change in taxation or exchange controls in Hong Kong, the Cayman Islands or elsewhere, which event or events is or are in the reasonable opinion of an Underwriter:
 - (1) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
 - (2) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares taken up; or
 - (3) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

then and in such case, that Underwriter may, in addition to and without prejudice to any other remedies to which the Underwriters may be entitled, by notice in writing to the Company terminate the Underwriting Agreement.

Upon the giving of such notice, all obligations of the Underwriters under the Underwriting Agreement shall cease and determine (save for any antecedent breaches thereof) and no party to the Underwriting Agreement shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriters exercise such right, the Rights Issue will not proceed.

CHEQUES OR CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If any cheque or cashier's order lodged with this Provisional Allotment Letter is liable to be rejected, and in that event the provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled. Completion and return of this Provisional Allotment Letter together with a cheque or cashier's order in payment for the Rights Shares will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation.

SHARE CERTIFICATES

It is expected that certificates for the fully-paid Rights Shares will be despatched to you by the Company's share registrar in Hong Kong by ordinary post at your own risk on Thursday, 10 May 2012. You will receive one share certificate for all the Rights Shares issued to you.

EFFECT OF BAD WEATHER

If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong ("Bad Weather") at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 4 May 2012, the latest time for acceptance of and payment for the Right Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day. If there is Bad Weather in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 4 May 2012, the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

GENERAL

Lodgment of this Provisional Allotment Letter with, where relevant, the form of transfer and nomination (Form B) purporting to have been signed by the person(s) in whose favour this Provisional Allotment Letter has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or share certificates.

This Provisional Allotment Letter and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong law.

Further copies of the Prospectus giving details of the Rights Issue are available from Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hours.

Yours faithfully, For and on behalf of the Board of Freeman Financial Corporation Limited 民豐企業控股有限公司 Chow Mun Yee IN THE EVENT OF A TRANSFER OF RIGHTS, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.
在轉讓權利時,每宗員賣均須繳鈉從價印花稅。魏贈或轉讓(並非以出售方式)實益擁有之權益亦須繳鈉從價印花稅。在本文件登記之前,須出示已繳納從價印花稅之證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/their right(s) to the Rights Shares comprised herein) (僅供擬將其/彼等於本表格所列供股股份之權利全數轉讓之合資格股東填寫及簽署)

	Directors	

Freeman Financial Corporation Limited 致:民豐企業控股有限公司 列位董事

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者 本人/吾等茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

3 Signature(s) (all joint Shareholders must sign) 簽署 (所有聯名股東均須簽署) Date 日期:二零一二年 . 2012

Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares. 轉讓 閣下可認購供股股份之權利須繳納香港印花稅。 Note: 附註:

Form C 表格丙

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares has been transferred) (僅供承讓認購供股股儉權利之人士填寫及簽署)

To the Directors

Freeman Financial Corporation Limited 致: 民豐企業控股有限公司

列位董事 Dear Sirs,

IWe request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this Provisional I/We request you to register the number of Fights Shares mentioned in Box B of Form A in my/our name(s) and I/A Allotment Letter and the Prospectus and subject to the memorandum and articles of association of the Company. 敬啟者: 本人/吾等謹請 閣下將表格甲內乙欄所列之供股份數目以本人/吾等名義登記·本人/吾等同意按照本暫定 下接納該等股份。

閣下將表格甲內乙欄所列之供股股份數目以本人/吾等名義登記,本人/吾等同意按照本暫定配額通知書及供股章程所載之條款,並在 貴公司之組織章程大綱及細則限制

Existing Shareholder(s) Please mark "X" in this box	
現有股東請於欄內填上「X」符號	

To be completed in block letters in ENGLISH . Joint applicants should give one address only. 請用 英文 大楷填寫。聯名申請人只須填報一個地址。				
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名	
Name continuation and/or names of joint applicants 續姓名及/或聯名申請人姓名 (if required) (如有需要)				
Address (Joint applicants should give one address only) 地址(聯名申請人 只須填聚一個地址)				
Occupation 職業			Tel. no. 電話號碼	
Dividend instructions 派息指示				
Name & address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼	
		Account type 賬戶類別	For office use only 公司專用	

1	2	3	4	
	Signat	ture(s) (all joint applicants must sign) 簽署 (所有聯名申請	青 人均須簽署)	
Date 日期: 二零一二年		, 2012		

Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares. 閣下接納可認購供股股份之權利須繳納香港印花税。

附註: