

**IMPORTANT**

**THIS EXCESS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE ENTITLED BY HIM/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY NO LATER THAN 4:00 P.M. ON Friday, 12 July 2013. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EXCESS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.**

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Excess Application Form, make no representation as to its accuracy or 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 Excess Application Form.

A copy of each of this Excess Application Form, the prospectus of Freeman Financial Corporation Limited (the "Company") dated 25 June 2013 (the "Prospectus") and the provisional allotment letter, together with the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Registrar of Companies in Hong Kong nor the Securities and Futures Commission of Hong Kong take any responsibility as to the contents of any of these documents.

Dealings in the shares of the Company may be settled through the Central Clearing and Settlement System operated by HKSCC and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Terms defined in the Prospectus have the same meanings when used herein unless the context otherwise requires.

# 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)

### RIGHTS ISSUE ON THE BASIS OF TWO RIGHTS SHARES AT A PRICE OF HK\$0.85 PER RIGHTS SHARE FOR EVERY SHARE HELD ON RECORD DATE BY QUALIFYING SHAREHOLDERS PAYABLE IN FULL ON APPLICATION

#### FORM OF APPLICATION FOR EXCESS RIGHTS SHARES

Name(s) and address of Qualifying Shareholder(s)

Application can only be made by the registered Qualifying Shareholder(s) named here.

To: The Directors  
**Freeman Financial Corporation Limited**

Dear Sirs,

I/We, being the registered holder(s) named above of the Shares, hereby irrevocably apply for \_\_\_\_\_ excess Rights Share(s) at an issue price of HK\$0.85 per Rights Share, in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of **Freeman Financial Corporation Limited - Excess Application Account** for HK\$\_\_\_\_\_ and crossed "Account Payee Only", being the payment in full on application for the above number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any smaller number, to me/us and to send by ordinary post at my/our risk to the address shown above the share certificates for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors. I/We acknowledge that I am/we are not guaranteed to be allotted all or any of the excess Rights Shares applied for.

I/We hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum and articles of association of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such excess Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign)

Date: \_\_\_\_\_, 2013

This Excess Application Form should be completed and lodged, together with payment by cheque or cashier's order in respect of HK\$0.85 per excess Rights Share applied for, with the Company's share registrar, Tricor Secretaries Limited, at 28th 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, 12 July 2013. 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 - Excess Application Account** and crossed "Account Payee Only".

Completion and return of this Excess Application Form together with a cheque or cashier's order in payment for the excess Rights Shares for which are the subject of this Excess Application Form will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. All cheques and cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or cashier's order is not honoured on first presentation, this Excess Application Form is liable to be rejected.

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. No person receiving a copy of the Prospectus or the provisional allotment letter or this Excess Application Form in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make on his/her behalf an application for the excess Rights Shares to satisfy himself/herself as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any government or other consents, and to pay taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for excess Rights Shares where it believes in doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

You will be notified of any allotment of excess Rights Shares made to you, if no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you on Friday, 19 July 2013 at your own risk. If the number of excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will also be refunded to you by means of a cheque despatched by ordinary post to you, without interest, on Friday, 19 July 2013, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this Excess Application Form.

**Dealings in the Rights Shares in the nil-paid form will take place from Thursday, 27 June 2013 to Tuesday, 9 July 2013 (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 before 4:00 p.m. on the Latest Termination Date), or Rights Shares in their nil-paid form from Thursday, 27 June 2013 to Tuesday, 9 July 2013 (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) the 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 the 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, the Underwriter may, in addition to and without prejudice to any other remedies to which the Underwriter may be entitled, by notice in writing to the Company terminate the Underwriting Agreement.

Upon the giving of such notice, all obligations of the Underwriter 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 Underwriter exercises such right, the Rights Issue will not proceed.

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION. NO RECEIPT WILL BE GIVEN.**  
(For office use only)

Application number	Number of excess Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$

## 重要提示

本額外供股股份申請表格具有價值，但不可轉讓，並僅供下文列名並擬根據供股申請認購其有權認購之配額以外之額外供股股份之合資格股東使用。申請最遲須於二零一三年七月十二日（星期五）下午四時正前遞交。

閣下對本額外供股股份申請表格任何內容或應採取之行動如有任何疑問，應尋求獨立專業意見。

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」）對本額外供股股份申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本額外供股股份申請表格之全部或任何部份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。

本額外供股股份申請表格、民豐企業控股有限公司（「本公司」）於二零一三年六月二十五日刊發之供股章程（「供股章程」）及暫定配額通知書，連同供股章程附錄三「送呈公司註冊處處長文件」一段所述之文件，已依據香港法例第32章公司條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處及香港證券及期貨事務監察委員會對任何此等文件之內容概不負責。本公司股份之買賣可以透過香港結算運作之中央結算及交收系統進行交收。閣下應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利與權益所構成之影響。

除文義另有所指外，供股章程所界定之詞語與本表格內所採用者具相同涵義。

# FREEMAN FINANCIAL CORPORATION LIMITED

## 民豐企業控股有限公司

（於開曼群島註冊成立之有限公司）  
（股份代號：279）

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0.85元之價格  
可獲發兩股供股股份之基準進行供股，供股款須於申請時繳足

### 額外供股股份申請表格

合資格股東姓名及地址

只供名列本欄之  
合資格股東  
申請認購。

致：民豐企業控股有限公司  
列位董事

敬啟者：

本人／吾等為上文列名之股份登記持有人，現不可撤回地以每股供股股份港幣0.85元之發行價申請認購\_\_\_\_\_股額外供股股份，並附上港幣\_\_\_\_\_元以「只准入抬頭人賬戶」劃線方式獨立開出，並註明抬頭人為「Freeman Financial Corporation Limited – Excess Application Account」之支票或銀行本票，作為申請認購上述數目額外供股股份須全數支付之股款。

本人／吾等謹請 貴董事配發該等所申請認購或任何較所申請認購數目為少之額外供股股份予本人／吾等，並將本人／吾等就此項認購申請可能獲配發之額外供股股份數目之股票及／或應退還予本人／吾等任何多出之申請款項之支票，按上列地址以平郵方式郵寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等明白就此項認購申請所獲配發之額外供股股份由 貴董事全權酌情配發。本人／吾等知悉本人／吾等未必可獲配發全部或任何部份所申請認購之額外供股股份。

本人／吾等承諾按照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下接納可能配發予本人／吾等之額外供股股份數目。本人／吾等就任何獲配發之額外供股股份授權 貴董事將本人／吾等之姓名列入 貴公司之股東名冊，作為該等額外供股股份之持有人。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
申請人簽署（所有聯名申請人均須簽署）

日期：二零一三年\_\_\_\_\_月\_\_\_\_\_日

本額外供股股份申請表格必須填妥，連同按所申請認購總數之額外供股股份以每股供股股份港幣0.85元計算之應繳股款支票或銀行本票，最遲於二零一三年七月十二日（星期五）下午四時正前交回本公司之股份登記處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港幣支票或銀行本票繳付，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 – Excess Application Account」，並以「只准入抬頭人賬戶」劃線方式開出。

填妥及交回本額外供股股份申請表格後，閣下應將本額外供股股份申請表格所申請認購之股款支票或銀行本票，即構成申請人作出之一項保證，保證支票或銀行本票於首次過戶時將會兌現。所有支票及銀行本票將於收訖後過戶，而因所有股款所賺取之利息（如有）將撥歸本公司所有。凡支票或銀行本票在首次過戶時未能兌現之額外供股股份申請表格可遭拒絕受理。

本公司並無採取任何行動，以尋求獲准於香港境外之任何司法權區提呈發售供股股份或派發有關供股之文件。於香港境外之任何司法權區接獲供股章程或暫定配額通知書或本額外供股股份申請表格之人，概不應視之為申請供股股份之要約或邀請，除非有關要約或邀請可在有關司法權區毋須進行任何登記或遵守其他法律或監管規定之情況下合法進行。有意以其名義申請認購供股股份之任何香港境外人士，均有責任確保其遵守所有相關司法權區之法例及法規，包括取得任何政府或其他同意，以及支付該司法權區規定應付之相關稅項及收費。本公司保留權利在其相信接納任何額外供股股份申請表格將違反任何司法權區之適用證券或其他法例或法規之情況下，拒絕接納有關額外供股股份申請。

閣下將獲通知獲配發之額外供股股份數目。倘 閣下不獲配發任何額外供股股份，則於申請認購額外供股股份時繳付之股款將會以支票（不計利息）全數退還予 閣下。退款支票預計於二零一三年七月十九日（星期五）以平郵方式郵寄予 閣下，郵誤風險概由 閣下承擔。倘 閣下獲配發之額外供股股份數目少於所申請認購之數目，則多出之申請款項將會以支票（不計利息）退還予 閣下。退款支票預計於二零一三年七月十九日（星期五）以平郵方式郵寄予 閣下，郵誤風險概由 閣下承擔。任何上述支票將以名列本額外供股股份申請表格之申請人為抬頭人。

本額外供股股份申請表格及據此提出之所有申請均須受香港法例監管並按其詮釋。  
未繳股款供股股份將於二零一三年六月二十七日（星期四）至二零一三年七月九日（星期二）（包括首尾兩日）期間進行買賣。該等買賣將於供股受限制之條件尚未達成期間內進行。因此，任何擬由即日起直至所有供股條件達成當日（預期為於最後終止日期下午四時正前）期間內買賣股份之股票或其他人士，或擬於二零一三年六月二十七日（星期四）至二零一三年七月九日（星期二）（包括首尾兩日）期間買賣未繳股款供股股份之股東或其他人士，將須承擔供股可能不會成為無條件及可能無法進行之風險。任何買賣股份或未繳股款供股股份之股東或其他人士如對其情況有任何疑問，應諮詢其專業顧問。

倘於包銷協議日期至最後終止日期下午四時正期間任何時間，一項或多項以下事件或事宜（不論是否構成一連串事件的一部分）發生、出現或存在：

- (a) 包銷商知悉或有合理理由相信包銷協議所載之任何聲明及保證為失實、不準確、有所誤導或已遭違反，而各情況（該名包銷商的合理意見認為）對供股而言屬重大；或
- (b) (i) 香港、開曼群島或其他地區之任何法院或其他管轄機關頒佈任何新法例或規則，或更改現有法例或規則，或更改其詮釋或適用範圍；
- (ii) 地區、國家或國際金融、政治、工業或經濟情況出現任何變動；
- (iii) 地區、國家或國際股本證券或貨幣市場出現任何特別性質之變動；
- (iv) 任何地區、國家或國際間爆發戰爭、暴動或武裝衝突或此等事件升級；
- (v) 聯交所全面停止或暫停證券買賣，或對有關買賣施加重大限制；或
- (vi) 涉及香港、開曼群島或其他地區之稅務或外匯管制之任何變動或預期將產生變動之發展，而包銷商合理認為上述一項或多項事件或：
- (1) 可能會對本集團之整體業務、財務狀況或前景構成重大不利影響；或
- (2) 可能會對供股之成功與否或供股股份之承購程度構成嚴重不利影響；或
- (3) 影響非常嚴重，令繼續進行供股屬不實、不智或不適當。

據此，在該種情況下，包銷商（除了有關採取任何其他補救措施，並且在不影響有關補救措施的前提下）可向本公司發出書面通知終止包銷協議。

於發出有關通知後，包銷商於包銷協議下之所有責任將告終止及終結（任何先前違反包銷協議者除外），而包銷協議之訂約各方概不得就包銷協議而產生或與包銷協議有關之任何事項或事宜向任何其他訂約方提出任何申索。倘若包銷商行使有關權利，則供股將不會進行。

每份申請表格必須隨附一張獨立開出之支票或銀行本票。本公司將不另發收據。  
（公司專用欄）

申請編號	申請認購之額外供股股份數目	申請時繳交之股款	退還餘額
		港幣 元	港幣 元