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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Freeman Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser.

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FREEMAN CORPORATION LIMITED
民豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
ON A BEST EFFORT BASIS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Placing Agent

RADLAND INTERNATIONAL LIMITED

A notice convening the EGM to be held on Tuesday, 23 November 2010 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. is set out on pages 15 to 17 of this circular. Whether or not the Shareholders are able to attend the EGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM should the Shareholders so wish.

4 November 2010

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 21 October 2010 in relation to, inter alia, the Placing
“associate(s)”	the meaning ascribed thereto in the Listing Rules
“Board”	the board of directors of the Company
“Bond Subscription”	subscription of convertible bonds by the Investor and/or his nominee(s) pursuant to the Bond Subscription Agreement;
“Bond Subscription Agreement”	conditional bond subscription agreement dated 9 August 2010 entered into between the Company and the Investor in relation to the Bond Subscription;
“Business Day”	any day (excluding Saturday and Sunday) on which banks are generally open for business in Hong Kong
“Company”	Freeman Corporation Limited (Stock Code: 279), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Completion Date”	the second Business Day after the date on which the Conditions are satisfied (or such other date as the Company and the Placing Agent may agree)
“Conditions”	the conditions of the Placing referred to in the section headed “Conditions Precedent to the Placing Agreement”
“Conversion Price”	HK\$0.275 per Share, subject to adjustment
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 23 November 2010 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. for the purposes of considering and, if thought fit approving, inter alia, the Placing Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate)

DEFINITIONS

“Firm Bonds”	convertible bonds in aggregate principal amount of HK\$275,000,000 to be issued by the Company pursuant to the Bond Subscription Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HCG”	Hennabun Capital Group Limited, a company incorporated in the British Virgin Islands and an indirect non-wholly owned subsidiary of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Investor”	Mr. Liu, Andrew
“Last Trading Date”	21 October 2010, being the last trading day of the Shares before the release of the Announcement
“Latest Practicable Date”	1 November 2010, being the latest practical date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed to such term in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the main board of the Stock Exchange
“Optional Bonds”	convertible bonds in aggregate principal amount of up to HK\$275,000,000 to be issued by the Company upon exercise of the option to subscribe for optional bonds
“Placee(s)”	any individual(s), institutional or other professional investor(s) procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of an aggregate of 2,000,000,000 new Shares, on a best effort basis, pursuant to the terms of the Placing Agreement

DEFINITIONS

“Placing Agent”	Radland International Limited (a company incorporated in HK with limited liability), is a corporation licensed to carry out type 1 (dealing in securities) regulated activity under the SFO and an indirect non-wholly owned subsidiary of the Company
“Placing Agreement”	the placing agreement entered between the Company and the Placing Agent dated 21 October 2010 in relation to the Placing
“Placing Price”	HK\$0.275 per Placing Share
“Placing Period”	the period of commencing upon the date of the Placing Agreement and terminating at 5:00 p.m. on the 90th day after the date of the EGM or such other period agreed by the Placing Agent and the Company, unless the Placing is terminated earlier pursuant to the terms of the Placing Agreement
“Placing Shares(s)”	up to an aggregate of 2,000,000,000 Shares to be placed pursuant to the Placing Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	a specific mandate to be sought from the Shareholders at the EGM to allot and issue the Placing Shares pursuant to the Placing Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



FREEMAN CORPORATION LIMITED

民豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

Executive Directors:

Dr. Yang Fan Shing, Andrew (*Chairman*)
Mr. Lo Kan Sun (*Managing Director*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Mr. Scott Allen Phillips
Mr. Suen Yick Lun Philip

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Independent Non-executive Directors:

Roger Thomas Best, *JP*
Mr. Gary Drew Douglas
Mr. Peter Temple Whitelam
Dr. Agustin V. Que

Principal Place of Business in Hong Kong:

8th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

4 November 2010

To the Shareholders

Dear Sir/Madam,

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
ON A BEST EFFORT BASIS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 21 October 2010, the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Company agreed to place, through the Placing Agent, an aggregate of 2,000,000,000 Placing Shares, on a best effort basis, to not fewer than six Placees who and whose ultimate beneficial owners are to be third parties independent of the Company and the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates at a price of HK\$0.275 per Placing Share.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to (i) the Placing Agreement and the transactions contemplated thereunder and the Specific Mandate; and (ii) to give you notice of the EGM.

THE PLACING UNDER SPECIFIC MANDATE ON A BEST EFFORT BASIS

The Placing Agreement

Date

21 October 2010 (after trading hours)

Issuer

The Company

Placing Agent

Radland International Limited, the Placing Agent, is indirectly-owned as to approximately 51.93% by the Company and is an indirect non-wholly owned subsidiary of the Company.

The Placing Agent has conditionally agreed to place an aggregate of 2,000,000,000 Placing Shares on a best effort basis and will receive a placing commission of 2.5% on the gross proceeds of the actual number of Placing Shares being placed. The Directors are of the view that the placing commission of 2.5% accords with the market rate and is fair and reasonable.

Placees

The Placing Agent agreed to procure, on a best effort basis, not fewer than six Placees, being independent individuals, institutional or other professional investors, to subscribe for the Placing Shares at the Placing Price within the Placing Period. The Placing Agent agreed to use all reasonable endeavours to ensure that the Placees and their ultimate beneficial owners are third parties independent from the Company and the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates. The Placing Agent has also agreed to use all reasonable endeavours to ensure that none of the Placees or their ultimate beneficial owners will become a controlling shareholder (as defined in the Listing Rules) of the Company immediately after taking up the Placing Shares.

LETTER FROM THE BOARD

Placing Shares

The maximum aggregate number 2,000,000,000 Placing Shares represents (i) approximately 126.07% of the existing issued share capital of the Company of 1,586,428,706, Shares as at the Latest Practicable Date; and (ii) approximately 55.77% of the issued share capital of the Company of 3,586,428,706 Shares as enlarged by the Placing. The aggregate nominal value of the Placing Shares under the Placing will be HK\$200.0 million.

Ranking of Placing Shares

The Placing Shares rank pari passu among themselves and with the Shares in issue as at the Latest Practicable Date.

Placing Price

The Placing Price of HK\$0.275 represents:

- (i) a discount of approximately 14.06% to the closing price of HK\$0.32 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 18.40% to the average closing price of approximately HK\$0.337 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day; and
- (iii) a discount of approximately 19.00% to the average closing price of approximately HK\$0.3395 per Share as quoted on the Stock Exchange for the last ten consecutive trading days prior to the Last Trading Day.

The net placing price for the Placing is approximately HK\$0.268 per Placing Share.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent on the date of Placing Agreement with reference to the prevailing market price of the Shares. The Directors consider that the terms of the Placing are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Conditions Precedent to the Placing Agreement

Completion of the Placing is conditional upon fulfillment of the following conditions:

- (a) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares; and
- (b) the passing of resolution by the Shareholders at the EGM to approve the Placing Agreement and the transactions contemplated under the Placing Agreement including the allotment and issue of the Placing Shares.

If the above conditions are not fulfilled on or prior to the 110th day from the date of the EGM (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall terminate, and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses (save for any prior breaches of the Placing Agreement).

Specific Mandate to issue the Placing Shares

The Placing Shares will be issued under the Specific Mandate to be sought at the EGM. An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the new Shares to be issued pursuant to the Placing.

Completion of the Placing

Subject to satisfaction of the Conditions, the Placing Agent may deliver a completion notice to the Company at any time during a period of ninety days after the date of the EGM (or such other period as may be agreed between the Company and the Placing Agent). The notice can only be given once. Completion of the Placing will take place on the second Business Day after the date on which the Conditions are satisfied (or such other date as may be agreed by the Company and the Placing Agent).

If the Placing Agent does not issue a completion notice to the Company on or prior to the ninetieth day after the date of the EGM (or such other date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall terminate and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses (save for any prior breaches of the Placing Agreement).

As completion of the Placing is subject to the satisfaction of a number of conditions precedent and the termination rights of the Placing Agent under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

LETTER FROM THE BOARD

Termination and force majeure

The Placing Agreement may be terminated by the Placing Agent if at any time before 9:00 a.m. on the Completion Date, in the reasonable opinion of the Placing Agent that the success of the Placing or the business or financial prospects of the Group would or might be adversely affected by:

- (a) any material breach of any of the representations and warranties set out in the Placing Agreement; or
- (b) any of the following events:
 - (i) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
 - (ii) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
 - (iii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
 - (iv) a change or development involving a prospective change in taxation in Hong Kong, Cayman Islands, the British Virgin Islands or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or
 - (v) any change or deterioration in the conditions of local, national or international securities markets occurs,

then and in any such case, the Placing Agent may terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company, provided that such notice is received prior to 9:00 a.m. on the Completion Date.

LETTER FROM THE BOARD

Reasons for the Placing and use of proceeds

The Group is principally engaged in the business of trading of securities, provision of finance, property holding and investment, insurance brokerage business, securities brokerage, investment advisory and investment holding.

Terms of the Placing agreement were determined after arm's length negotiations between the Company and the Placing Agent. The gross proceeds from the Placing will be approximately HK\$550.0 million. The net proceeds from the Placing will amount to approximately HK\$535.8 million. The net proceeds raised per Share upon the completion of the Placing will be approximately HK\$0.268 per Share.

As mentioned in a previous circular issued by the Company, the Directors believe that it is currently an excellent environment for the Group to position itself to capture vast opportunities in the financial services sector. Such expansion of financial services business is intended to be value accretive for all Shareholders. The Company has identified a number of investment targets in the financial services sector. However, it is uncertain at this stage which investment would materialise and amounts involved. The net proceeds from the Placing will therefore be used as general working capital and substantially for expanding the Group's financial services business, including (i) enlarging the Group's equity investment portfolio in financial services, (ii) pursuing investment opportunities of a significant size in entities in the financial services sector, and (iii) expanding the Group's money lending business.

The Directors note that the financial services industry is a capital intensive industry, and any meaningful expansion of the Group's financial services business and the pursuit of larger sized investment opportunities will generally involve significant amounts of money. In addition, the directors believe that proceeds from the Placing will enhance the credit-worthiness and bargaining power of the Group when it pursues such expansion and investment opportunities, potentially leading to a greater chance of success as well as the Group receiving more favourable terms. Furthermore, the net proceeds from the Placing will enable the Group to have readily available funds to scale its financial services operations promptly and efficiently in order to capture and benefit from fast-changing market conditions. The Placing will also have the added benefits of broadening the Shareholder base and capital base of the Company. Accordingly, the Directors consider the Placing Agreement to be in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The Directors have considered different types of fund raising arrangements such as rights issue or open offer, and did not choose such alternatives for the following reasons:–

1. a rights issue or open offer is required to be fully underwritten for an extended period of time of around 60 days. In the current market condition, the Company understands from Placing Agent that it is not willing to underwrite a rights issue or an open offer for such an extended period of time;
2. a rights issue or an open offer requires a minimum execution period of around 60 days which potentially restricts the progress of potential investments and expansion plans of the Company; and
3. having considered that the issue price for a rights issue or an open offer typically offers a larger discount to current share price in comparison with a placing, and that the Shareholders who do not wish to subscribe for shares to be issued under a rights issue or an open offer will be diluted even further due to the significant discount that may involve, the Company is of the view it should not be issuing Shares by way of rights issue or open offer at this point in time.

Accordingly, the Directors consider that the Placing is the most efficient way in terms of cost for the Company.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Date of announcement	Fund raising activities	Net proceeds (approx.)	Intended use of proceeds	Actual use of proceeds
29 September 2010	Placing of 118,950,000 new Shares on a fully underwritten basis, which was completed on 8 October 2010	HK\$36.90 million	for general working capital	Used in the provision of finance
9 August 2010	Placing of 99,125,239 new Shares on a fully underwritten basis, which was completed on 13 August 2010	HK\$27.20 million	for general working capital and expanding the financial services business of the Group	Used in trading of securities and provision of finance

LETTER FROM THE BOARD

Date of announcement	Fund raising activities	Net proceeds (approx.)	Intended use of proceeds	Actual use of proceeds
9 August 2010	Issue of convertible bonds in the principal amount of up to HK\$550.00 million (<i>Note</i>)	HK\$350 million	for general working capital and expanding the financial services business of the Group	The net proceeds of HK\$280 million was used in trading of securities and substantially used in the provision of finance. The balance is still being maintained with a bank
9 April 2010	Placing of 76,270,000 new Shares on a fully underwritten basis, which was completed on 21 April 2010	HK\$37.09 million	for general working capital	Used in the provision of finance
22 January 2010	Placing of 46,892,699 new Shares on a fully underwritten basis, which was completed on 29 January 2010	HK\$25.04 million	for general working capital	Used in the trading of securities
26 November 2009	Placing of 100,000,000 new Shares under specific mandate on a fully underwritten basis, which was completed on 6 January 2010	HK\$46.17 million	for general working capital of the Group	Used in the trading of securities

Note:

The convertible bonds in the aggregate principal amount of up to HK\$550.0 million (including HK\$275.0 million for Firm Bonds and HK\$275.0 million for Optional Bonds) could be issued subject to the terms and conditions of the Bond Subscription Agreement dated 9 August 2010. Based on the initial Conversion Price of HK\$0.275 per Share, the convertible bonds are convertible into 2,000,000,000 conversion Shares. As at the Latest Practicable Date, completion of the issue of the Firm bonds in the aggregate principal amount of HK\$275.0 million and completion of the issue of Optional Bonds in the aggregate principal amount of HK\$75.0 million have taken place.

LETTER FROM THE BOARD

Up to the Latest Practicable Date, 872,727,269 conversion Shares have been converted. The total outstanding issued Firm Bonds of HK\$110.0 million, representing 400,000,000 conversion Shares, have not yet been converted. The total amount of Optional Bonds which could still be issued is HK\$200.0 million and represents 727,272,727 conversion Shares.

For further details of the aforementioned convertible bonds please refer to the announcements of the Company dated 9 August 2010, 5 October 2010 and 12 October 2010.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (assuming the Placing Shares are placed in full, no additional Shares are issued and there is no conversion of the convertible bonds between the Latest Practicable Date and the completion of the Placing) are set out as below:

	As at the Latest Practicable Date		Immediate after the completion of the Placing (assuming that the Placing Shares are placed in full, no additional Shares are issued and there is no conversion of the convertible bonds between the Latest Practicable Date and the completion of the Placing)	
	<i>Number of Shares</i>	<i>% (Approx.)</i>	<i>Number of Shares</i>	<i>% (Approx.)</i>
Executive Director				
Dr. Yang Fan Shing, Andrew	66,000	–	66,000	–
Ms. Au Shuk Yee, Sue	1,229,000	0.08	1,229,000	0.03
Substantial Shareholder				
Mr. Liu, Andrew (<i>Note 1</i>)	218,481,818	13.77	218,481,818	6.09
Public				
Placees	–	–	2,000,000,000	55.77
Other public shareholders	1,366,651,888	86.15	1,366,651,888	38.11
Total	1,586,428,706	100.00	3,586,428,706	100.00

LETTER FROM THE BOARD

Notes:

- (1) Assuming Mr. Liu, Andrew will be holding the same number of Shares upon completion of the Placing.
- (2) The convertible bonds in the aggregate principal amount of up to HK\$550.0 million (including HK\$275.0 million for Firm Bonds and HK\$275.0 million for Optional Bonds) could be issued subject to the terms and conditions of the Bond Subscription Agreement dated 9 August 2010. As at the Latest Practicable Date, completion of the issue of the Firm Bonds in the aggregate principal amount of HK\$275.0 million and the completion of the issue of Optional Bonds in the aggregate principal amount of HK\$75.0 million have taken place. Up to the Latest Practicable Date, as a result of exercise of the conversion rights attached to the convertible bonds in the aggregate principal amount of HK\$240 million at the conversion price of HK\$0.275 per conversion Share, 872,727,269 Shares of HK\$0.10 each have been converted.
- (3) For further details of the aforementioned convertible bonds, please refer to the announcement of the Company dated 9 August 2010, 5 October 2010 and 12 October 2010. Should the remaining convertible bonds be issued and converted into new Shares in full, the total number of issued Share will be enlarged by 1,127,272,731 Shares, based on the initial conversion price of the convertible bonds of HK\$0.275 per Share.

EGM

The EGM will be convened and held for the purposes of considering, and if thought fit, pass the relevant resolution to approve (i) the Placing Agreement and the transactions contemplated thereunder; and (ii) the Specific Mandate.

The notice of EGM is set out on pages 15 to page 17 of this circular. A form of proxy is enclosed for use at the EGM. Whether or not you intend to attend the EGM, you are requested to complete 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the EGM. The completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

Pursuant to Rule 13.39(4) of Listing Rules, the votes of the Shareholders at the EGM will be taken by way of poll. The Company will make a further announcement on the result of the EGM.

RECOMMENDATION

The Board is of the opinion that the Placing Agreement and the transactions contemplated therein (including the issue and allotment of the Placing Shares under the Specific Mandate), is in the best interests of the Company and Shareholders as a whole and the Board recommends Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is also to drawn to the additional information set out in the notice to this circular.

By Order of the Board
Freeman Corporation Limited
Suen Yick Lun Philip
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



FREEMAN CORPORATION LIMITED

民豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 279)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Freeman Corporation Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Tuesday, 23 November 2010 for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:–**

- (a) the terms of the conditional placing agreement (the “Placing Agreement”) entered into on 21 October 2010 between the Company as issuer and Radland International Limited as placing agent in relation to the placing of up to 2,000,000,000 new shares (the “Placing Shares”) of HK\$0.10 each in the capital of the Company, on a best effort basis, for cash at a price of HK\$0.275 per Placing Share, a copy of the Placing Agreement having been produced to the EGM and marked “A” and signed by the Chairman of the EGM for the purpose of identification, and the transactions contemplated under the Placing Agreement, be and are hereby confirmed, approved and ratified;
- (b) the directors (the “Directors”) of the Company be and are hereby authorised to exercise the powers of the Company to allot and issue the Placing Shares, pursuant to the terms of the Placing Agreement, such Placing Shares shall rank pari passu in all respects among themselves and with the existing ordinary shares of the Company in issue at the date of the allotment of the Placing Shares; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Directors, be and are hereby authorised to take such actions, do such things, agree to such amendments, variations or extension to the Placing Agreement and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.

By Order of the Board
Freeman Corporation Limited
Suen Yick Lun, Philip
Executive Director

Dated 4 November 2010

Registered Office:
Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
8th Floor, China United Centre
28 Marble Road
North Point
Hong Kong

Notes:

1. 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.
2. Any member of the Company entitled to attend and vote at the meeting of the Company 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 any number of proxies to attend on the same occasion.
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 shall be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury centre, 28 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Board comprises the following Directors:–

Executive Directors:

Dr. Yang Fan Shing, Andrew (*Chairman*)
Mr. Lo Kan Sun (*Managing Director*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Mr. Scott Allen Phillips
Mr. Suen Yick Lun, Philip

Independent Non-executive Directors:

Roger Thomas Best, *JP*
Mr. Gary Drew Douglas
Mr. Peter Temple Whitelam
Dr. Agustin V. Que