

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 0447 OF 2008

IN THE MATTER of Freeman Corporation Limited (民豐控股有限公司)

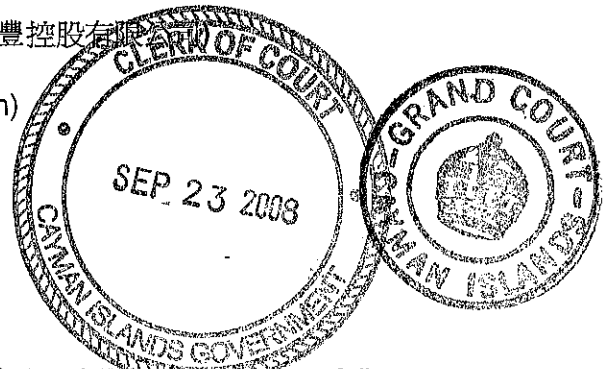
AND in the matter of the Companies Law (2007 Revision)

AND Grand Court Rules 1995 Order 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of Freeman Corporation Limited (民豐控股有限公司) shows as follows:



1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Law (2007 Revision) (the "Companies Law") confirming a reduction of the capital of your Petitioner **Freeman Corporation Limited (民豐控股有限公司)** (the "Company").
2. The Company was incorporated under the Companies Law on 14 August 1992 with the name "Tung Fong Hung (Holdings) Limited" and registered in the Cayman Islands as an exempted company with registration number CR-43978. On 27 February 2001, the name of the Company was changed from "**Tung Fong Hung (Holdings) Limited**" to "**Hansom Eastern (Holdings) Limited (恒盛東方控股有限公司)**". On 4 August 2005, the name of the Company was changed from "**Hansom Eastern (Holdings) Limited**" to "**Inner Mongolia Development (Holdings) Limited (內蒙發展(控股)有限公司)**". By a special resolution of the shareholders of the Company passed on 11 May 2006, the name of the Company was further changed from "**Inner Mongolia Development (Holdings) Limited (內蒙發展(控股)有限公司)**" to "**Freeman Corporation Limited (民豐控股有限公司)**".
3. The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4. Since the incorporation of the Company, the Company has undergone various reorganization of its authorised and issued share capital through increase of authorised

share capital, share subdivision, share consolidation and reduction of issued share capital. As part of a capital reorganisation and pursuant to the sanction granted by the Grand Court on 18 August 2006 and filed with the Companies Registry on 21 August 2006, the issued share capital of the Company was reduced from HK\$255,411,240.40 divided into 1,277,056,200 shares of HK\$0.20 each to HK\$127,705,620.20 divided into 1,277,056,200 shares of HK\$0.10 each and the authorised share capital became HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.10 each. The authorised share capital of the Company was subsequently increased to HK\$5,000,000,000 on 6 July, 2007 by the creation of 40,000,000,000 shares of HK\$0.10 each.

5. On 1 February, 2008, a special resolution was passed by the shareholders of the Company at its extraordinary general meeting to, conditional upon fulfillment of certain conditions set out in the notice of extraordinary general meeting of the Company dated 9 January, 2008:-
 - (a) reduce the issued share capital of the Company by cancelling the issued and paid up capital to the extent of HK\$0.09 on each issued share of the Company thereby reducing the nominal value of each issued share from HK\$0.10 to HK\$0.01 (the "May Capital Reduction"); and
 - (b) consolidate every 10 issued and reduced shares of HK\$0.01 each of the Company into one issued consolidated share of HK\$0.10 each (the "May Consolidation").
6. The Company made an on-market purchase of 3 shares of HK\$0.10 each which shares were cancelled on the register of members of the Company on 3 March, 2008.
7. The May Capital Reduction and May Consolidation (collectively, the "May Capital Reorganisation") became effective on 14 May, 2008 after all of the conditions thereto, including confirmation of the May Capital Reduction by this Honourable Court, were fulfilled.

8. The Company made an on market purchase of 2 shares of HK\$0.10 each which shares were cancelled on the register of members of the Company on 11 September, 2008.
9. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited since October 1992. Over the years, the Company has allotted and issued various tranches of ordinary shares, being the only class of shares of the Company. As at the date of this petition, the authorised share capital of the Company is HK\$5,000,000,000 divided into 50,000,000,000 shares of HK\$0.10 each and its issued share capital is HK\$488,658,748 divided into 4,886,587,480 existing shares of HK\$0.10 each (the "Existing Shares").
10. The objects for which the Company was formed are unrestricted and the Company has full power and authority to exercise all the functions of a natural person of full capacity in respect of any question of corporate benefit, as provided by section 27(2) of the Companies Law.
11. The Articles of Association of the Company provide, *inter alia*, as follows:

Article 59(a) "The Company may from time to time by ordinary resolution:

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, on any consolidation of fully paid shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such

sales) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

- (ii) cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by person, and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares."

Article 59(b) "The Company may by special resolution, reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Law."

12. By a special resolution of the Company (the "Special Resolution") duly passed in accordance with section 14(1) of the Companies Law at an extraordinary general meeting held on 17 September, 2008 (the "Extraordinary General Meeting"), it was resolved:

"THAT, conditional upon (i) approval by the Grand Court of Cayman Islands (the "Court") of the Capital Reduction (as defined below), registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies

Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.10 each in the issued share capital of the Company, upon the date (the "Effective Date") on which the Capital Reduction (as defined below) becomes effective:-

- (A) the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.08 on each of the Shares in issue as of the Effective Date (the "Capital Reduction") so that each issued share of HK\$0.10 in the capital of the Company shall be treated as one fully paid up share of HK\$0.02 in the capital of the Company ("Reduced Share") and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital hereby cancelled be made available for issue of new shares of the Company so that the authorised capital of the Company of HK\$5,000,000,000 remains unchanged on the Effective Date;
- (B) subject to and forthwith upon the Capital Reduction becoming effective, every five issued Reduced Shares of HK\$0.02 each be consolidated into one consolidated Share of HK\$0.10 ("Adjusted Share") and any fraction of Adjusted Shares arising from the share consolidation shall not be allocated to the holders of the Reduced Shares otherwise entitled thereto but such fractions shall be aggregated and be sold for the benefit of the Company ("Share Consolidation");
- (C) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company (if any) with the entire amount or the balance to be transferred to the distributable capital reduction reserve account of the Company where it may be utilised by the directors of the Company in accordance with the articles of association of the Company and all applicable laws;
- (D) all of the Adjusted Shares resulting from the Capital Reduction and Share Consolidation shall rank *pari passu* in all respects and have the rights and

privileges and be subject to the restrictions contained in the Company's articles of association; and

- (E) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, Share Consolidation and application of credit arising from the Capital Reduction (together with "Capital Reorganisation")."

Each of the capitalised terms referred to in the Special Resolution above are defined in the information circular exhibited to the affirmation of Kwok Wai Ming ("KWM-6").

13. The number of votes cast by the members of the Company present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting is as set out in the table below:-

	Present & Voting	For	Against
	Number of votes	Number of votes	Number of votes
	2,499,236,783	2,495,009,001	4,227,782
Percentage of total number of votes cast	100%	99.83%	0.17%

A poll was demanded at the Extraordinary General Meeting for the Special Resolution. The Special Resolution was voted on by way of a poll and the number of votes cast by the members present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting in favour of the Special Resolution represents more than three-fourths of the votes cast in respect of the Special Resolution and therefore the chairman of the Extraordinary General Meeting declared the Special Resolution passed in accordance with the Articles of Association of the Company.

14. Despite the May Capital Reorganisation, the Existing Shares of the Company have been

trading on The Stock Exchange of Hong Kong Limited at prices below their par value since 14 July, 2008. Under the Companies Law, the Company may not issue shares at a discount to the par value of such shares without the consent of the Court. The proposed reduction in the nominal value of each Existing Share will permit greater flexibility in pricing future capital raising exercises, when such circumstances arise, without the need to be concerned about the relationship between the issue price of such shares and their nominal value. A proposal ("Capital Reorganisation") was therefore put forward to (i) reduce the nominal value of the Existing Shares from HK\$0.10 each to HK\$0.02 each by canceling HK\$0.08 paid up on each issued Existing Share by way of reduction of capital; (ii) consolidate every 5 issued and reduced shares of HK\$0.02 each of the Company into one issued consolidated share of HK\$0.10 each; and (iii) apply the credit arising from such reduction towards canceling the accumulated deficit of the Company.

15. The proposed Capital Reorganisation does not involve either the diminution of any liability in respect of unpaid capital and the Company does not have any intention to make payment to any shareholder of any paid-up capital. Furthermore, the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Company and thus will have no direct impact on creditors nor will it affect the proportionate interests of the shareholders.
16. The form of Minute proposed to be registered is as follows:

"The issued share capital of Freeman Corporation Limited (民豐控股有限公司) (the "Company") was by virtue of a Special Resolution passed on 17 September, 2008 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [], 2008, reduced from HK\$488,658,748 divided into 4,886,587,480 ordinary shares of HK\$0.10 each to HK\$97,731,749.6 divided into 4,886,587,480 ordinary shares of HK\$0.02 each (the "Capital Reduction"). Upon the Capital Reduction becoming effective, the 4,886,587,480 issued shares of HK\$0.02 each, shall be consolidated into 977,317,496 shares of HK\$0.10 each in the capital of the Company. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$5,000,000,000 divided into 50,000,000,000 shares of HK\$0.10 each, of which

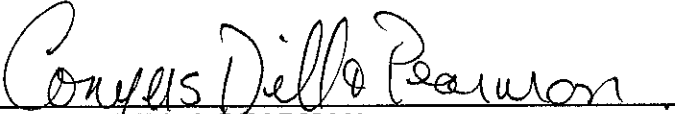
977,317,496 ordinary shares of HK\$0.10 each have been issued and are fully paid or credited as fully paid."

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reorganisation of the Company proposed to be effected by the Special Resolution set forth in paragraph 12 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

NOTE: It is intended to serve this Petition on Freeman Corporation Limited (民豐控股有限公司), at its registered office located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

DATED THIS 22nd DAY OF September, 2008.


CONYERS DILL & PEARMAN
Attorneys-at-Law for the Petitioner herein

This Petition having been presented to the Court on the ____th day of _____ 2008
will be heard at the Law Courts, George Town, Grand Cayman on the ____th day of
_____ 2008 at _____ am/pm or as soon thereafter as the Petition can be heard.

This Petition was filed by Conyers Dill & Pearman, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

This Petition was filed by Conyers Dill & Pearman, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

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