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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)

(1) DEEMED DISPOSAL OF EQUITY INTEREST IN A NON-WHOLLY OWNED SUBSIDIARY; AND (2) SUBSCRIPTION AGREEMENT

SUBSCRIPTION AGREEMENT

The Board is pleased to announce that on 19 September 2014 (after trading hours), Freeman Corporation Limited (“FCL”, an indirect non-wholly owned subsidiary of the Company) and the Subscriber (an indirect wholly-owned subsidiary of ICube) entered into the Subscription Agreement, pursuant to which the Subscriber agreed to subscribe or procure the subscription by its nominee(s) of the FCL New Shares for an aggregate Subscription Price in the sum of HK\$88 million and FCL agreed to allot and issue 30,344,827 FCL New Shares to the Subscriber or such nominee(s). Upon Completion, the equity interests in FCL will be held as to approximately 69.7% by FFIC and approximately 2.8% by the Subscriber or such nominee(s) respectively.

LISTING RULES IMPLICATIONS

Following the Completion, the equity interests of the Group in FCL will be diluted from approximately 71.7% to approximately 69.7% and FCL will continue as an indirect non-wholly owned subsidiary of the Company. The Subscription will constitute a deemed disposal of the Group’s equity interest in FCL under Chapter 14 of the Listing Rules.

As the applicable percentage ratio (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is not more than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules.

As the Completion is conditional upon satisfaction of the conditions precedent as set out under the section headed “Conditions Precedent” in this announcement, the Subscription may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

SUBSCRIPTION AGREEMENT

Date: 19 September 2014 (after trading hours)

Parties: (1) Freeman Corporation Limited; and
(2) the Subscriber.

Nature of transaction and assets to be disposed of

Pursuant to the Subscription Agreement, the Subscriber agreed to subscribe or procure the subscription by its nominee(s) of the FCL New Shares for an aggregate Subscription Price in the sum of HK\$88 million and FCL agreed to allot and issue 30,344,827 FCL New Shares to the Subscriber or such nominee(s). Upon Completion, the equity interests in FCL will be held as to approximately 69.7% by FFIC and as to approximately 2.8% by the Subscriber respectively.

Subscription Price

The Subscription Price is HK\$2.90 per FCL New Share which was determined after arm's length negotiation between the parties with reference to the audited consolidated net asset value of FCL Group as at 31 March 2014 of HK\$2,203.3 million, translating into an audited net asset value per FCL Share at approximately HK\$2.90.

Consideration

Pursuant to the terms of the Subscription Agreement, the consideration for the FCL New Shares shall be HK\$88 million, which shall be satisfied by the issue of the Promissory Note by ICube to FCL or its nominee on the date of Completion.

Conditions Precedent

The obligations of the parties to effect the Completion shall be conditional upon:

- (a) if required, the passing of the necessary resolution(s) by the shareholders of FCL at the general meeting to approve the entering into the Subscription Agreement by FCL and the transactions contemplated hereunder;

- (b) if required, the passing of the necessary resolution(s) by the Shareholders (other than those, if any, required to abstain from voting pursuant to the Listing Rules) at general meeting to approve the entering into of the Subscription Agreement by FCL and performance of the transactions contemplated hereunder including the allotment and issue of the FCL New Shares;
- (c) if required, the passing of the necessary resolution(s) by the shareholders of ICube (other than those, if any, required to abstain from voting pursuant to the Listing Rules) at general meeting to approve the entering into of the Subscription Agreement by the Subscriber and the subscription of the FCL New Shares;
- (d) all necessary approvals from the relevant governmental or regulatory authorities in British Virgin Islands, Hong Kong and Cayman Islands required of either FCL or the Subscriber for the consummation of the transactions contemplated under the Subscription Agreement having been obtained and all filings have been made by each of FCL and the Subscriber; and
- (e) the Subscriber having conducted and completed due diligence on all business, assets and liabilities, legal and financial matter and all such other matters as deemed necessary.

If aforesaid conditions precedent are not fulfilled on or before the Long Stop Date, the Subscription Agreement shall lapse and become null and void and the parties (i.e. FCL and the Subscriber) shall be released from all obligations under the Subscription Agreement, save for any liability arising out of any antecedent breaches thereof.

Completion

After fulfillment of all the conditions precedent, Completion shall take place at or before 5:00 p.m. (Hong Kong time) on the date of satisfaction of all the conditions precedent or such other date as the parties may agree in writing.

THE PROMISSORY NOTE

Set out below are the principal terms of the Promissory Note:

Issuer	:	ICube
Aggregate principal amount	:	HK\$88 million
Interest	:	2.5% per annum, payable quarterly in arrears
Maturity date	:	The date falling on the fourth anniversary date after the date of issue of the Promissory Note

- Repayment : The full amount of the Promissory Note shall be due and repayable on the maturity date to the noteholders of the Promissory Note
- Early repayment : ICube may repay all or part of the principal amount of the Promissory Note at any time prior to the maturity date by giving the noteholder of the Promissory Note not less than one (1) Business Day's prior written notice specifying the amount and date of the prepayment without any penalty, prepayment or other fees
- Transferability : The Promissory Note may be assigned or transferred to any third party.

APPLICATION OF THE AGGREGATE SUBSCRIPTION PRICE

The Company intends to utilise the aggregate Subscription Price as general working capital for FCL Group.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Directors had taken into account the following factors prior to entering into the Subscription Agreement: the Subscription Price of HK\$2.90 per FCL New Share represents the audited consolidated net asset value per FCL Share as at 31 March 2014.

The Company believes that the Subscription could broaden the Group's business network and strengthen the financial services business relationships between the Group and ICube in order to create business opportunities and enhance values to its Shareholders.

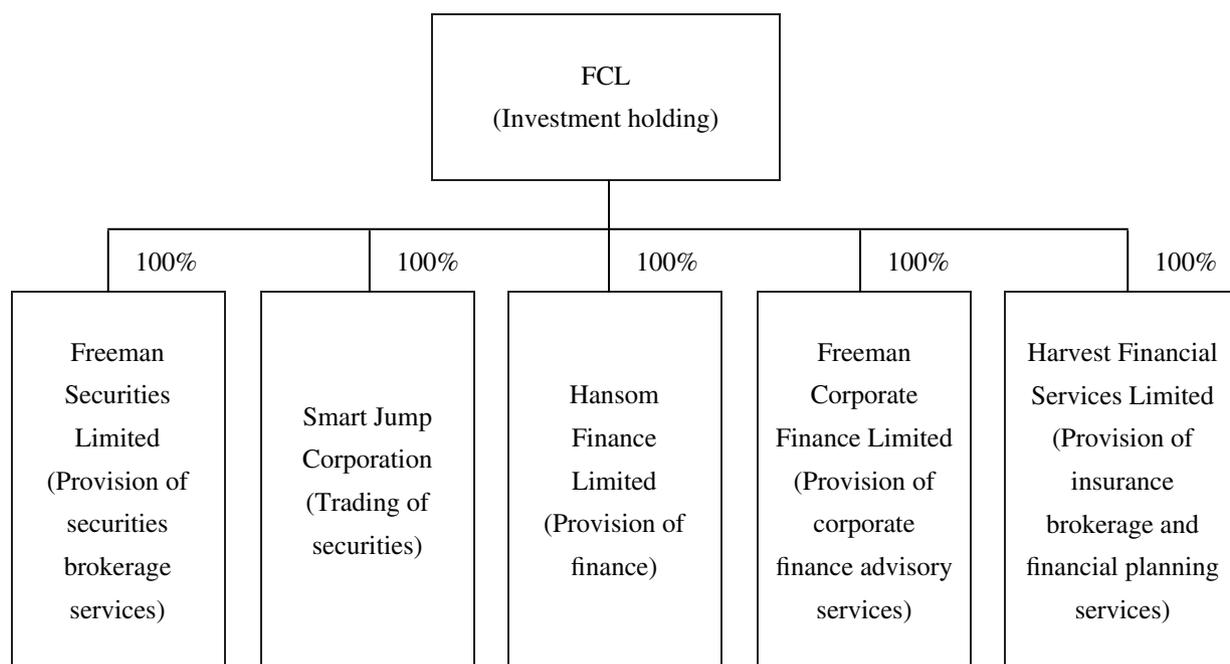
Also, the Company believes that the Subscription would provide an additional source of capital for FCL and the Group could benefit from the future growth and success of FCL.

The Directors consider the terms of the Subscription Agreement are negotiated at arm's length basis and on normal commercial terms, which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION ON FCL

FCL is an indirect non-wholly owned subsidiary of the Company incorporated in the Cayman Islands with limited liability and is principally engaged in the business of investment holding. FCL Group are principally engaged in the financial services sector, including the provision of securities brokerage services, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, trading of securities, provision of finance, as well as investment holding.

Set out below is the group structure of FCL and its major operating subsidiaries with their respective principal activities.



Set out below is the audited consolidated financial information of FCL Group for the two financial years ended 31 March 2013 and 2014.

	For the year ended 31 March 2013	For the year ended 31 March 2014
	<i>HK\$</i>	<i>HK\$</i>
Net profit before tax	250,657,000	585,920,000
Net profit after tax	248,865,000	583,174,000

FINANCIAL IMPACT ON THE GROUP

Following the Completion, the equity interest of the Group in FCL will be diluted from approximately 71.7% to approximately 69.7% and FCL will continue as an indirect non-wholly owned subsidiary of the Company. The financial results of FCL will continue to be consolidated by the Group. Based on the existing information available to the Company, the Directors estimate that the financial impact to the Group in respect of the deemed disposal of the Company's interests in FCL under the Subscription Agreement should be insignificant as the Subscription Price is almost equivalent to the audited net asset value per FCL Share as at 31 March 2014.

It should be noted that the aforementioned estimation is for illustrative purpose only and does not purport to represent how the financial position of the Group will be after the Completion.

INFORMATION ON THE GROUP AND THE PARTIES

The Group is principally engaged in the financial services sector, including the provision of securities brokerage services, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, trading of securities, provision of finance, as well as investment holding.

The Subscriber is an indirect wholly-owned subsidiary of ICube and is an investment holding company. ICube and its subsidiaries are principally engaged in the trading and distribution of electronic products and other merchandise, securities investment and trading, and the research and development of integrated circuit technology.

LISTING RULES IMPLICATIONS

Following the Completion, the equity interests of the Group in FCL will be diluted from approximately 71.7% to approximately 69.7% and FCL will continue as an indirect non-wholly owned subsidiary of the Company. The Subscription will constitute a deemed disposal of the Group's equity interest in FCL under Chapter 14 of the Listing Rules.

As the applicable percentage ratio (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but is not more than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of the Subscription Agreement, the Company, through an indirect non-wholly owned subsidiary, held 237,553,387 shares of ICube, representing approximately 5.80% of the total issued share capital of ICube and ICube (the holding company of the Subscriber), either itself or through its subsidiary, held 688,000 Shares representing approximately 0.10% of the total issued share capital of the Company. Saved as disclosed, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, the Subscriber and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

As the Completion is conditional upon satisfaction of the conditions precedent as set out under the section headed "Conditions Precedent" in this announcement, the Subscription may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday, Sunday or any other public holidays) on which banks in Hong Kong are generally open for settlement business
“Company”	Freeman Financial Corporation Limited (Stock Code: 279), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Subscription pursuant to the Subscription Agreement
“connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“FCL”	Freeman Corporation Limited, an indirect non-wholly owned subsidiary of the Company incorporated in the Cayman Islands with limited liability
“FCL Group”	FCL and its subsidiaries
“FCL New Share(s)”	the 30,344,827 FCL Shares to be allotted and issued by FCL to the Subscriber or its nominee(s) pursuant to the Subscription Agreement
“FCL Share(s)”	ordinary share(s) of US\$0.00000005 each in the issued share capital of FCL
“FFIC”	Freeman Financial Investment Corporation, a wholly-owned subsidiary of the Company incorporated in the Cayman Islands with limited liability
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“ICube”	ICube Technology Holdings Limited (Stock Code: 139), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	17 October 2014 or such later date as the parties to the Subscription Agreement may agree in writing
“Promissory Note”	2.5% promissory note in principal amount of HK\$88 million to be executed and issued by ICube in favour of FCL or its nominee
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	West West Limited, being the subscriber to the FCL New Shares pursuant to the Subscription Agreement, which is an indirect wholly-owned subsidiary of ICube and a company incorporated in the British Virgin Islands with limited liability
“Subscription”	the subscription of 30,344,827 FCL New Shares by the Subscriber or its nominee(s) in FCL pursuant to the Subscription Agreement
“Subscription Agreement”	a subscription agreement dated 19 September 2014 entered into between FCL and the Subscriber in relation to the Subscription
“Subscription Price”	HK\$2.90 per FCL New Share

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent.

By Order of the Board of
Freeman Financial Corporation Limited
Lo Kan Sun
Chairman

Hong Kong, 19 September 2014

As at the date of this announcement, the Board comprises the following members:–

Executive Directors

Mr. Lo Kan Sun (*Chairman*)
Mr. Hui Quincy Kwong Hei (*Managing Director*)
Ms. Au Shuk Yee, Sue
Ms. Chow Mun Yee

Non-executive Directors

Mr. Andrew Liu
Mr. Liu Kam Fai, Winston

Independent Non-executive Directors

Mr. Cheung Wing Ping
Mr. Chung Yuk Lun
Mr. Hung Cho Sing
Dr. Agustin V. Que