

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 October 2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Freeman FinTech Corporation Limited

Date Submitted 1 November 2018

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>279</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>5,000,000,000,000</u>	<u>HK\$0.001</u>	<u>HK\$5,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>5,000,000,000,000</u>	<u>HK\$0.001</u>	<u>HK\$5,000,000,000</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	Description :		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code :	Description :		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

**HK\$5,000,000,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<b>15,681,761,881</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Increase/ (decrease) during the month	<b>Nil</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Balance at close of the month	<b>15,681,761,881</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<b>1. Share Option</b>						
Scheme adopted on						
31 August 2012						
Date of grant:						
( 23/04/2015 )						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	688,275,820
(Note 1)						
<b>2. Share Option</b>						
Scheme adopted on						
31 August 2012						
Date of grant:						
( 06/08/2018 )						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	1,266,815,134
(Note 1)						
<del>3.</del>						
<del>_____</del>						
<del>_____</del>						
<del>_____</del>						
<del>( / / )</del>						
<del>_____ shares</del>						
<del>(Note 1)</del>						
				Total A. (Ordinary shares)	<u>Nil</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
4. _____ _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
				Total B. (Ordinary shares)	<u>Nil</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. Secured Convertible Bonds</u>						
<u>under General Mandate</u>						
<u>issued on 14 June 2017</u>						
	US\$	99,000,000	-	99,000,000	-	1,816,941,177
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.425					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
<u>2. Secured Convertible Bonds</u>						
<u>under General Mandate</u>						
<u>issued on 12 September</u>						
<u>2017</u>						
	HK\$	429,197,000	-	429,197,000	-	1,009,875,294
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.425					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
<u>3. Secured Guaranteed</u>						
<u>Convertible Notes</u>						
<u>under General Mandate</u>						
<u>issued on 24 October 2018</u>						
(Remark 1)	HK\$	-	-	185,847,419	-	2,111,902,494
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.088					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A					
<del>4.</del>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
2. _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
3. _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1.	Rights issue	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2.	Open offer	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
3.	Placing	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4.	Bonus issue			Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : _____	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
6.	Repurchase of shares			Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
7.	Redemption of shares			Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
8.	Consideration issue	At price : _____	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____

		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue			
9. Capital reorganisation	Class of shares issuable _____ (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	EGM approval date: (dd/mm/yyyy)	( / / )	
10. Other (Please specify) At price : State currency _____	Class of shares issuable _____ (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	EGM approval date: (dd/mm/yyyy)	( / / )	
Total E. (Ordinary shares)		_____	_____
(Preference shares)		_____	_____
(Other class)		_____	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<b>Nil</b>
	(2)	<b>N/A</b>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<b>N/A</b>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<b>N/A</b>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

1. Reference is made to the announcements of the Company dated 4 September 2018 and 24 October 2018 in relation to the issuance of the Convertible Notes (the “Announcements”). Capitalised terms used in this monthly return shall have the same meanings as those defined in the Announcements unless otherwise stated. Convertible Notes in the principal amount of HK\$185,847,419, carried interest at 7% per annum, and with maturity date of 29 March 2020 were issued by the Company to the Investor at the initial Conversion Price of HK\$0.088 per Conversion Share on 24 October 2018.

Assuming the exercise in full of the conversion rights attaching to the Convertible Notes at the initial Conversion Price of HK\$0.088 per Conversion Share, a total of 2,111,902,494 Conversion Shares will be issued.

Submitted by: Yang Haoying

Title: Executive Director  
(Director, Secretary or other duly authorised officer)

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Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.