

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : 30 November 2010 | | | | | | | | |
|---|--|----------------------------------|---|--|--|--|--|--|
| To: Hong Kong Exchanges and | To: Hong Kong Exchanges and Clearing Limited | | | | | | | |
| Nome of Issue | | | | | | | | |
| <u> </u> | Name of Issuer Freeman Financial Corporation Limited | | | | | | | |
| Date Submitted | 1 December 2010 | | | | | | | |
| I. Movements in Authorised Sha | are Capital | | | | | | | |
| 1. Ordinary Shares | | | | | | | | |
| (1) Stock code : 279 | Description : Ordin | ary Shares | | | | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | | | |
| Balance at close of preceding me | onth <u>50,000,000,000</u> | HK\$0.10 | HK\$5,000,000,000 | | | | | |
| Increase/(decrease) | Nil | Nil | Nil | | | | | |
| Balance at close of the month | 50,000,000,000 | HK\$0.10 | HK\$5,000,000,000 | | | | | |
| (2) Stock code : | Description : | | | | | | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | | | | |
| Balance at close of preceding me | onth | | | | | | | |
| Increase/(decrease) | | | | | | | | |
| Balance at close of the month | | | | | | | | |

capital

(State currency)

2. Preference Shares Stock code: Description: Par value Authorised share No. of preference (State capital shares currency) (State currency) Balance at close of preceding month Increase/(decrease) Balance at close of the month 3. Other Classes of Shares Stock code: Description: Par value Authorised share

No. of other

classes of shares

Balance at close of preceding month

Balance at close of the month

Increase/(decrease)

(State

currency)

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 | | No of preference | No. of other classes | |
|--|------------------------|-----|------------------|----------------------|--|
| | (1) | (2) | shares | of shares | |
| Balance at close of preceding month | 1,477,337,797 | N/A | N/A | N/A | |
| Increase/ (decrease) during the month | 1,054,545,453 | N/A | N/A | N/A | |
| Balance at close of the month | 2,531,883,250 | N/A | N/A | N/A | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto approval date thereto as at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed / /) shares (*Note 1*)) shares (*Note 1*) shares (*Note 1*) Total A. (Ordinary shares) NIL (Preference shares) N/A (Other class) N/A

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

Total funds raised during the month from exercise of options (State currency)

NIL

For Main Board and GEM listed issuers

| | | | 1 of Main Doald | | |
|--|--|-------------|---|--|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value a nominal close of value preceding month | during the | 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. | | | | | |
| | | | | | |
| | . <u></u> | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | _ | | | |
| Subscription price | | _ | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | _ | | | |
| 2. | | | | | |
| | · | | | | |
| Stock code (if listed) | | | | | |
| Class of shares issuable (Note 1) | | _ | | | |
| Subscription price | | _ | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | _ | | | |
| 3. | | _ | | | |
| | | | | | |
| (/ /) | · | | | | _ |
| Stock code (if listed) Class of shares issuable (Note 1) | | _ | | | |
| Subscription price | | _ | | | |
| EGM approval date | | _ | | | |
| (if applicable) | | | | | |
| (dd/mm/yyyy) | (/ /) | _ | | | |
| 4. | | | | | |
| | | | | | |
| (/ /) | · | | | | <u> </u> |
| Stock code (if listed) | | | | | |
| Class of shares | | _ | | | |
| issuable (Note 1) | | _ | | | |
| Subscription price | | _ | | | |
| EGM approval date (if applicable) | | | | | |
| (dd/mm/yyyy) | (/ /) | _ | | | |
| | Tot | al B. (Ordi | nary shares) NII | L | |
| | 100 | | rence shares) N/A | | _ |
| | | | (Other class) N/A | | _ |
| | | | · | | - |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. Up to HK\$550 million convertible bonds convertible into shares (Please refer to Remark 1) (Remark 2) 340,000,000 290,000,000 181,818,182 HK\$ 50,000,000 1,054,545,453 Stock code (if listed) Class of shares issuable (Note 1) **Ordinary** Subscription price HK\$0.275 EGM approval date (if applicable) (dd/mm/yyyy)) 06/09/2010 Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) (dd/mm/yyyy) Total C. (Ordinary shares) **1,054,545,453** (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)

| 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. Reference is made to the announcement of the Company dated 21 October 2010, the Company and Radland International Limited ("the Placing Agent") 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 at a price of HK\$0.275 per Placing Share, on a best effort basis. | | |
| (EGM Approval Date : 23/11/2010) Ordinary shares (Note 1) 2. | Nil | 2,000,000,000 |
| (/ /) shares (Note 1) | | |
| 3 | | |
| Total D. (Ordinary shares) (Preference shares) (Other class) | NIL N/A N/A | |

| Ot | her Movements in Issued Share Capital | | | N | N |
|----|---|---|---|--|---|
| | | | | 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 | | | | |
| | | Class of shares issuable (Note 1) | _ | | |
| 1. | Rights issue At price : State currency | Issue and allotment date : (dd/mm/yyyy) |) | | |
| | | EGM approval date: (dd/mm/yyyy) |) | | |
| | | | | | |
| | | Class of shares issuable(Note 1) | _ | | |
| 2. | Open offer At price : State currency | Issue and allotment date : (dd/mm/yyyy) |) | | |
| | | EGM approval date: (/ / (dd/mm/yyyy) |) | | |
| | | | | | |
| | | Class of shares issuable (Note 1) | _ | | |
| 3. | Placing under General Mandate At price : State currency | Issue and allotment date : (dd/mm/yyyy) | , | | |
| | | AGM approval date: (dd/mm/yyyy) (/ / | | | |
| | | (/ / |) | | |
| | | Class of shares issuable(Note 1) | _ | | |
| 4. | Bonus issue | Issue and allotment date: (dd/mm/yyyy) |) | | |
| | | EGM approval date: (/ / (dd/mm/yyyy) |) | | |
| | | | | | _ |
| | | | | | |

For Main Board and GEM listed issuers

| | | | | | | 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 | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 5. | Scrip dividend | At price : State currency — | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | _ |
| | | | Class of shares repurchased (<i>Note 1</i>) | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | _ |
| | | | Class of shares redeemed (<i>Note 1</i>) | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 8. | Consideration issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | _ |

For Main Board and GEM listed issuers

N/A N/A

N/A

| | | | | | | 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 | | | | | | |
| | | | Class of shares reduced (Note 1) | | | | |
| 9. | Capital reorganisation | | Effective date: (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | .= | | |
| | | | Class of shares issued (Note 1) | | | | |
| 10. | Other (Please specify) | At price : State currency | Issue and allotment date: (dd/mm/yyyy) | (/ / | ') | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | ordinary sl eference sl (Other | hares | N/A | |
| | | orease) in ordinary shares during | | | | 1,054,54 | 5.453 |

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

| Remarks (if a | anv |): |
|---------------|-----|----|
|---------------|-----|----|

1. Reference is made to the announcement of the Company dated 9 August 2010, the Company entered into the Bond Subscription Agreement with Mr. Liu, Andrew ("the Investor"), pursuant to which the Investor has agreed to subscribe for or procure the subscription of the Firm Bonds for the initial Conversion Price of HK\$0.275 per share, the Firm Bonds are convertible into 1,000,000,000 Conversion Shares. A converting Bondholder shall have an option to subscribe for an aggregate principal amount of the Optional Bonds equal to the principal amount of Firm Bonds which have been converted by that converting Bondholder for the initial Conversion Price of HK\$0.275 per share, the Optional Bonds are convertible into 1,000,000,000 Conversion Shares.

| | 2. As at 30 November 2010, the total amount of bonds, which have not yet been subscribed, is HK\$50 million and represents 181,818,182 conversion shares. | | | | | | | |
|--------|---|--|------------------|--|--|--|--|--|
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| Submit | ted by: _ | Suen Yick Lun Philip | | | | | | |
| Title: | | Director & Company Secretary | | | | | | |
| | (Director | , Secretary or other duly authorised officer | r) | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

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.