



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Freeman Financial Corporation Limited

Date Submitted 2 February 2012

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 279 Description : Ordinary Shares

	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000</u>
Increase/(decrease)	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000</u>

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

	No. of ordinary 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	_____	_____	_____

## 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		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>4,713,701,431</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,713,701,431</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 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		
1. Refreshment of the Scheme Mandate Limit at EGM up to the maximum extent of 471,370,143 (30/03/2011) Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
2.  ( / / ) shares (Note 1)						
3.  ( / / ) shares (Note 1)						
			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

For Main Board and GEM listed issuers

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
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 C. (Ordinary shares) <b>Nil</b>		
				(Preference shares) <b>N/A</b>		
				(Other class) <b>N/A</b>		

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
<p>1. On 30 September 2011, the Company and Willie entered into a Subscription Agreement pursuant to which, subject to the fulfillment of certain conditions, the Company agreed to issue 188,548,057 Freeman Subscription Shares (equivalent to 942,740,285 Shares prior to the Capital Reorganisation) and representing approximately 20% of the entire issued share capital of the Company as at the Latest Practicable Date to Willie or as it may direct for a total consideration of HK\$48,079,754.55 under the Specific Mandate. Capital Reorganisation was approved at the EGM held on 23 December 2011.</p> <p>(For more details of the Capital Reorganisation and other transactions contemplated under the Subscription Agreement, please refer to the Company's Circular dated 30 November 2011 (the "Circular") and the Company's announcement dated 31 January 2012 (the "31 January 2012 Announcement"). Unless otherwise defined, terms defined in the Circular shall have the same meanings when used in this monthly return.)</p> <hr/> <hr/> <p style="text-align: right;">(EGM held on 23 / 12 / 2011 )</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	Nil	188,548,057 new Adjusted Shares
<p>2. On 19 January 2012, the Company and the Underwriters entered into the Underwriting Agreement pursuant to which the Company proposed the Rights Issue at a subscription price of HK\$0.10 per Rights Share on the basis of two Rights Shares for every Share held on the Record date. All the Rights Shares (other than those which have been irrevocably undertaken to be accepted under the irrevocable undertakings given by Mr. Andrew Liu and Willie) have been fully underwritten by the Underwriters.</p> <p>(For more details of the Rights Issue and other transactions contemplated under the Underwriting Agreement, please refer to the Company's announcement dated 19 January 2012 (the "19 January 2012 Announcement") and the 31 January 2012 Announcement. Unless otherwise defined, terms defined in the 19 January 2012 Announcement shall have the same meanings when used in this monthly return.)</p> <hr/> <hr/> <p style="text-align: right;">( Proposed EGM to be held on 27 / 02 / 2012 )</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	Nil	not less than 1,885,480,572 new Adjusted Shares and not more than 2,451,124,742 new Adjusted Shares
<p>3.</p> <hr/> <hr/> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">shares (<i>Note 1</i>)</p>		
Total D. (Ordinary shares)	<b>NIL</b>	
(Preference shares)	<b>N/A</b>	
(Other class)	<b>N/A</b>	

## 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 <i>(Note 1)</i> _____  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2.	Open offer	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) ( / / )	_____	_____
3.	Placing under General Mandate	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) ( / / )	_____	_____
4.	Bonus issue		Class of shares issuable <i>(Note 1)</i> _____  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)	_____



For Main Board and GEM listed issuers

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
9. Capital reorganisation <b>(Details please refer to remarks)</b>	Class of shares reduced ( <i>Note 1</i> )  Effective date : (dd/mm/yyyy)  EGM date: (dd/mm/yyyy)	Ordinary Shares  ( <b>Remarks</b> )  (23/12/2011)	NIL  Number of existing shares may be reduced by 3,770,961,145 shares
10. Other (Please specify) At price : State currency _____	Class of shares issued _____ ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy)	( / / )  EGM approval date: (dd/mm/yyyy)	( / / )
Total E.		(Ordinary shares) <b>Nil</b>	(Preference shares) <b>N/A</b>
		(Other class) <b>N/A</b>	

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):

It was stated in the Company's announcements dated 3 October 2011, 31 October 2011, 15 November 2011, 30 November 2011 and 31 January 2012 and the Circular that the Company proposed to effect the Capital Reorganisation (Share Consolidation of every five issued Shares of HK\$0.10 each be consolidated into one Consolidated Share of HK\$0.50 each; the nominal value of each issued Consolidated Share be reduced from par value of HK\$0.50 each to par value of HK\$0.01 each by cancellation of the paid-up capital to the extent of HK\$0.49 on each issued Consolidated Share; and each authorised but unissued Share of HK\$0.10 each be subdivided into ten Adjusted Shares of HK\$0.01 each.) The Capital Reorganisation is subject to the fulfillment of certain conditions stated in the Circular and is expected to become effective after 4:00p.m. on 20 March 2012 (as stated in the 31 January 2012 Announcement).

Submitted by: Chow Mun Yee

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

*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.*