



Monthly Return of Equity Issuer on Movements in Securities

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

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Freeman Financial Corporation Limited

Date Submitted 5 April 2012

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>50,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$5,000,000,000</u>
Increase/(decrease)	<u>450,000,000,000</u>	<u>(HK\$0.09)</u>	<u>Nil</u>
Balance at close of the month	<u>500,000,000,000</u> (Note 1)	<u>HK\$0.01</u> (Note 1)	<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	_____	_____	_____

Note 1:

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) with effect from 20 March 2012.

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>4,713,701,430</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>(3,488,139,059)</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,225,562,371</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 94,274,028 (30/03/2011) Ordinary shares	<u>94,274,028</u>	<u>94,274,028</u>	<u>NIL</u>	<u>NIL</u>	<u>94,274,028</u> <u>(issued and allotted on 29 March 2012)</u>	<u>NIL</u>
2. _____ _____ (/ /) shares (Note 1)						
3. _____ _____ (/ /) shares (Note 1)						
			Total A. (Ordinary shares)		<u>94,274,028</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>HK\$17,817,791</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
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) <u>Nil</u>		
				(Preference shares) <u>N/A</u>		
				(Other class) <u>N/A</u>		

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 19 January 2012, the Company and the Underwriters entered into the Underwriting Agreement pursuant to which, subject to the fulfillment of certain conditions, 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 announcements dated 19 January 2012, 31 January 2012, 10 February 2012, 16 March 2012 and 3 April 2012 (the "Announcements") and the circular of the Company dated 19 March 2012 (the "Circular"). Unless otherwise defined, terms defined in the Announcements and the Circular shall have the same meanings when used in this monthly return.)</p>	Nil	not less than 1,885,480,572 new Adjusted Shares and not more than 2,451,124,742 new Adjusted Shares
(EGM held on 3 / 4 / 2012)		
Ordinary shares (Note 1)		
2.		
(/ /)		
Ordinary shares (Note 1)		
3.		
(/ /)		
shares (Note 1)		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	

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) (/ /) AGM 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)	_____

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	Class of shares reduced (Note 1) Ordinary Shares Effective date : (dd/mm/yyyy) (20/03/2012) EGM date: (dd/mm/yyyy) (23/12/2011)	(3,770,961,144)	N/A
10. Other (Please specify) (Issued shares pursuant to specific mandate)	At price : State HK\$0.255 currency _____ Class of shares issued (Note 1) Ordinary Shares Issue and allotment date : (dd/mm/yyyy) (21/03/2012) EGM approval date: (dd/mm/yyyy) (23/12/2011)	188,548,057	N/A
Total E.		(Ordinary shares) (3,582,413,087)	
		(Preference shares) N/A	
		(Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(3,488,139,059)
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A

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

