



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Freeman Financial Corporation Limited

Date Submitted 6 March 2013

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>100,000,000,000</u> | <u>HK\$0.05</u> | <u>HK\$5,000,000,000</u> |
| Increase/(decrease) | <u>Nil</u> | | <u>Nil</u> |
| Balance at close of the month | <u>100,000,000,000</u> | <u>HK\$0.05</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>735,337,422</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>(2)</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>735,337,420</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. _____ _____ _____ (/ /) shares | _____ | _____ | _____ | _____ | _____ | _____ |
| (Note 1) | | | | | | |
| 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

| 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 |
|---|--|---|
| 1. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 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 (Please refer to Remarks) | At price : | State currency <u>HK\$0.85</u> | Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | <u>Ordinary Shares</u> (/ /) (18/02/2013) | <u>Nil</u> not less than 147,067,484 Rights Shares and not more than 191,187,728 Rights Shares |
| 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) | _____ (/ /) (/ /) | _____ _____ |

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 | | | | | | |
| 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> _____ Ordinary Shares Cancellation date : (dd/mm/yyyy) (06/02/2013) AGM approval date: (dd/mm/yyyy) (31/08/2012) | | |
| | | | | | (2) | N/A |
| 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 (Please refer to Remarks) | Class of shares issuable (Note 1) | Ordinary Shares | |
| | Issue and allotment date : (dd/mm/yyyy) | (/ /) | |
| | EGM approval date: (dd/mm/yyyy) | (18/02/2013) | Number of existing shares may be reduced by 661,803,678 shares |
| | | <u>Nil</u> | |
| 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) (2) | |
| | | (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) | (2) |
| | (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").)

Remarks (if any):

For more details of the Capital Reorganisation and the Rights Issue, please refer to the Company’s circular dated 17 January 2013 (the “Circular”). Unless otherwise defined, terms defined in the Circular shall have the same meanings when used in this monthly return.

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.*