

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

For the month ended (dd/mm/yyyy) : 31 March 2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Freeman Financial Corporation Limited
Date Submitted	8 April 2013

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>279</u> Descri	ption : Ordinar	y Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	100,000,000,000	<u>HK\$0.05</u>	<u>HK\$5,000,000,000</u>
Increase/(decrease)	Nil		Nil
Balance at close of the month	100,000,000,000	<u>HK\$0.05</u>	<u>HK\$5,000,000,000</u>
(2) Stock code :Descri	ption :		
	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 :D	escription :	iption :			
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mont	:h				
Increase/(decrease)					
Balance at close of the month					

#### 3. Other Classes of Shares

Stock code :Description :						
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)			
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** 

## 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	735,337,420	N/A	N/A	N/A
Increase/ (decrease) during the month	105,000,000	N/A	N/A	<u>N/A</u>
Balance at close of the month	840,337,420	N/A	N/A	<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					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0		-	
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.	Granicu	Exclused	Cancented	Lapseu		
( / / )						
shares						
(Note 1)						
<u>2.</u>						
shares						
(Note 1)						
(110101)						
3.						
( / / )						
shares						
(Note 1)						
		To	otal A. (Ordin	ary shares)	Nil	
			(Prefere	nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur	ing the month	from exercise of	of			
options (State currence			Nil			

Description of warrants (Date of expiry - dd/mm/yyyy) 1.	Currency of Nominal value at nominal close of value 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
<u>1.</u>	-				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)	· ·				
(dd/mm/yyyy)	( / / )				
( / / ) 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 (Note 1)					
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	(Prefere	nary shares) <u>Nil</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

Convertibles (i.e. Convertible i	nto Sharas of the l	sour which are to		For Main Board and GEM listed issuers		
Class and description		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.	( / /) 	·				
	<u> </u>					_
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)	( / / )		(Prefere	nary shares) <u>Nil</u> ence shares) <u>N/4</u> Other class) N/4	A	

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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

	<u>ner Movements in Is</u> Type of Issue	sued Snar	e Capital			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 ( <b>Please refer to</b> <b>Remark 1</b> )	At price :	State currency <u>HK\$0.85</u>	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Ordinary Shares ( / / ) (18/02/2013)	Nil	not less than 147,067,484 Rights Shares and not more than 191,187,728 Rights Shares
2.	Open offer	At price :	State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
3.	Placing	At price :	State	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)	( / / ) ( / / )		

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuan thereto as at close of the month
	Type of Issue					
	a · · · · At Sta	to	Class of shares issuable ( <i>Note 1</i> )	 ( / / _)		
5.	Scrip dividend	rrency ———	Issue and allotment date : (dd/mm/yyyy)	( ' ' )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
	Duran have of		Class of shares repurchased ( <i>Note 1</i> )			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(//)		
			AGM 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 ( <i>Note 1</i> )	Ordinary Shares		
8.	Consideration issue At Sta price : cur	tte rrency <u>HK\$0.105</u>	Issue and allotment date : (dd/mm/yyyy)	(28/03/2013)		
			EGM approval date: (dd/mm/yyyy)	(Remark 2)	105,000,00	0 N/A

				For Main Boa	ard and GEM	I listed issuers
				l	No. of new	No. of new
					shares of	shares of issuer
					issuer	which may be
					issued	issued pursuant
					during the	thereto as at
					month	close of the
					pursuant	month
					thereto	
	Type of Issue					
				Ordinary		
			Class of shares issuable	Shares		
			(Note 1)			
9.	Capital					
	reorganisation		Issue and allotment	(     )		
	(Please refer to		date : (dd/mm/yyyy)	( / / )		
	Remark 1)					Number of
			EGM approval date:	(18/02/2013)		existing shares may be reduced
			(dd/mm/yyyy)	(10/02/2013)	N.T.1	by 661,803,678
					Nil	shares
			Class of shares issuable			
			(Note 1)			
10.	Other	At State		(//)		
	(Please specify)	price : currency	Issue and allotment	( / / )		
		1 ,	date : (dd/mm/yyyy)			
			ECM approval data	(//)		
			EGM approval date:	( · · · )		
			(dd/mm/yyyy)			
			Total E. (0	Ordinary shares)	105 000 000	<u> </u>
				eference shares)		,
			(F1	(Other class)		
				(Outer Class)		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) (2)	105,000,000 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):

### Remark 1:

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.

### Remark 2:

As disclosed in the Company's announcement dated 21 March 2013 (the "Announcement"), no extraordinary general meeting is not required for the approval of the Consideration Shares. The Consideration Shares have been issued under the General Mandate granted by the Shareholders to the Directors at the annual general meeting of the Company on 31 August 2012. For more details of the Consideration Issue, please refer to the Announcement.

Submitted by: Chow Mun Yee

 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.*