



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

For the month ended (dd/mm/yyyy) : 31 March 2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Freeman Financial Corporation Limited

Date Submitted 1 April 2016

#### 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>5,000,000,000,000</u>	<u>HK\$0.001</u>	<u>HK\$5,000,000,000</u>
Increase/(decrease)	<u>Nil</u>	<u></u>	<u>Nil</u>
Balance at close of the month	<u>5,000,000,000,000</u>	<u>HK\$0.001</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>10,324,137,300</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>4,000,000,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>14,324,137,300</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. Share Option Scheme adopted on 31 August 2012 Date of grant: 23 April 2015						
Ordinary shares (Note 1)	<u>688,275,820</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>688,275,820</u>
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. Unlisted Warrants under specific mandate	HK\$	1,376,551	-	1,376,551	-	1,376,551,640
( 25 / 6 / 2017 )						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.43					
EGM approval date (if applicable) (dd/mm/yyyy)	( 24 / 06 / 2015 )					
2. Unlisted Warrants under specific mandate	HK\$	688,276	-	688,276	-	688,275,820
( 25 / 6 / 2017 )						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.55					
EGM approval date (if applicable) (dd/mm/yyyy)	( 24 / 06 / 2015 )					
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 (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total B.	(Ordinary shares) Nil	
					(Preference shares) N/A	
					(Other class) N/A	

## 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. Up to HK\$600 million convertible notes under specific mandate						
Issue date: 31 March 2016			600,000,000			
Interest rate: 6.75% per annum			(Remark 1)	-	4,000,000,000	-
Maturity date: 15 December 2018	HK\$	-				
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.15					
EGM approval date (if applicable) (dd/mm/yyyy)	( 15 / 03 / 2016 )					
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>4,000,000,000</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
1. _____ _____ _____ ( / / ) Ordinary shares		
2. _____ _____ _____ ( / / ) Ordinary shares		
3. _____ _____ _____ ( / / ) shares (Note 1)		
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	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) ( / / )	_____	_____

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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / ) ( / / )	_____
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) _____ AGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / )	_____
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / ) ( / / )	_____
8.	Consideration issue	At price :	State currency _____	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					
9. Capital reorganisation (Share Subdivision)	Class of shares issuable _____ (Note 1)				
	Effective date : ( / / ) (dd/mm/yyyy)				
	EGM approval date: ( / / ) (dd/mm/yyyy)				
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) <u>Nil</u>	
				(Preference shares) <u>N/A</u>	
				(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<b>4,000,000,000</b>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

1. Reference is made to the circular of the Company dated 24 February 2016 (the “Circular”) in relation to the Placing of the Convertible Notes. Unless otherwise specified, capitalized terms used in this monthly return shall have the same meaning as defined in the Circular. Convertible Notes in the principal amount of HK\$600,000,000 were converted into 4,000,000,000 Conversion Shares at the Conversion Price of HK\$0.15 per Conversion Share.

Submitted by: Chow Mun Yee

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

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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.