日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): <u>31 May 2019</u>

To : Hong Kong Exchanges and Clearing Limited

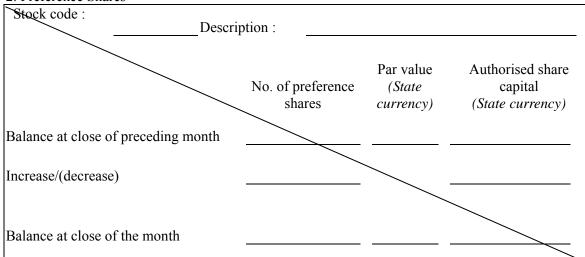
Name of Issuer	Freeman FinTech Corporation Limited
Date Submitted	3 June 2019

I. Movements in Authorised Share Capital

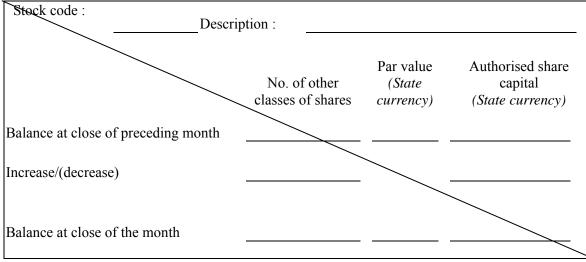
1. Ordinary Shares

(1) Stock code : 279	Description :	Ordinary Shares			
	No. of ordinar shares	Par value y (State currency)	Authorised share capital (State currency)		
Balance at close of preceding m	onth 500,000,000,00	<u>)0 HK\$0.01</u>	HK\$5,000,000,000		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	500,000,000,00	<u>)0 HK\$0.01</u>	<u>HK\$5,000,000,000</u>		
(2) Stock code :	_Description :				
	No. of ordinar shares	Par value y (State currency)	Authorised share capital (State currency)		
Balance at close of preceding m	ionth				
Increase/(decrease)		_			
Balance at close of the month					

2. Preference Shares



3. Other Classes of Shares



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 ordina	ary shares	No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	1,568,176,188	N/A	N/A	<u>N/A</u>	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	1,568,176,188	N/A	N/A	N/A	

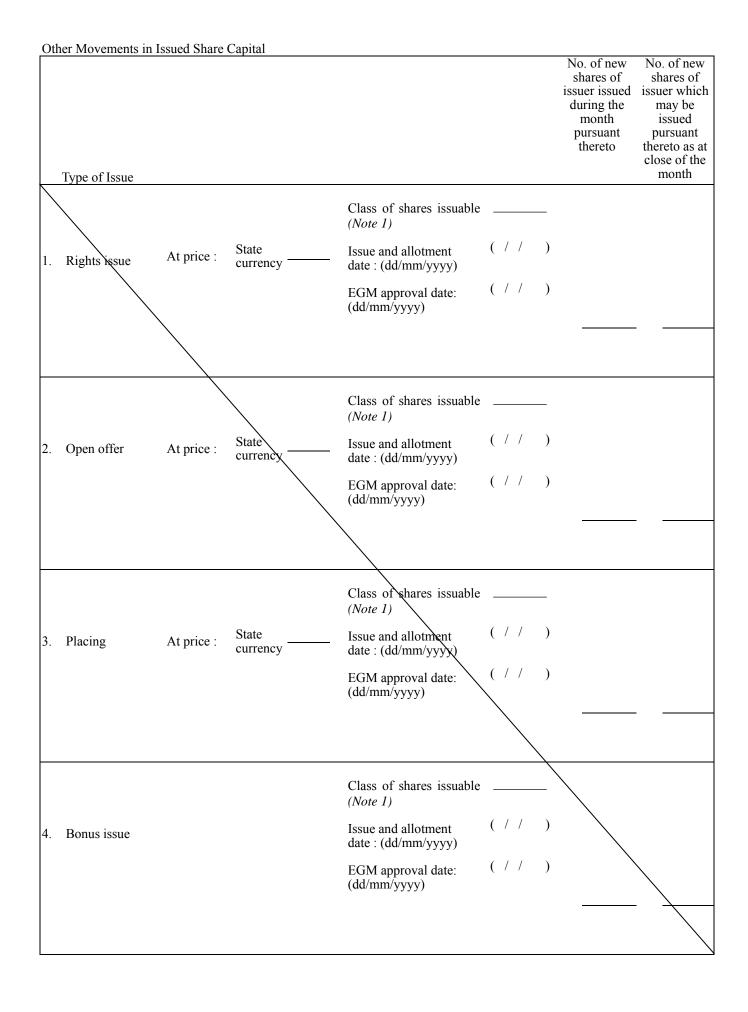
Share Options (under Sh	are Option So	chemes of the Is	suer)			
Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date	N	Iovement during	a the month		thereto	as at close of the month
(dd/mm/yyyy) and	14					
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted						
on 31 August 2012						
Date of grant:						
(23/04/2015)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	68,827,582
(Note 1)						
2. Share Option						
Scheme adopted						
on 31 August 2012						
Date of grant:						
(06/08/2018)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	126,681,513
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
		To	otal A. (Ordina		Nil	
			(Preference	ce shares)	N/A	
			(Ot	her class)	N/A	
Total funds raised during	g the month fi	om exercise of		_		
options (State currency)	-			Nil		

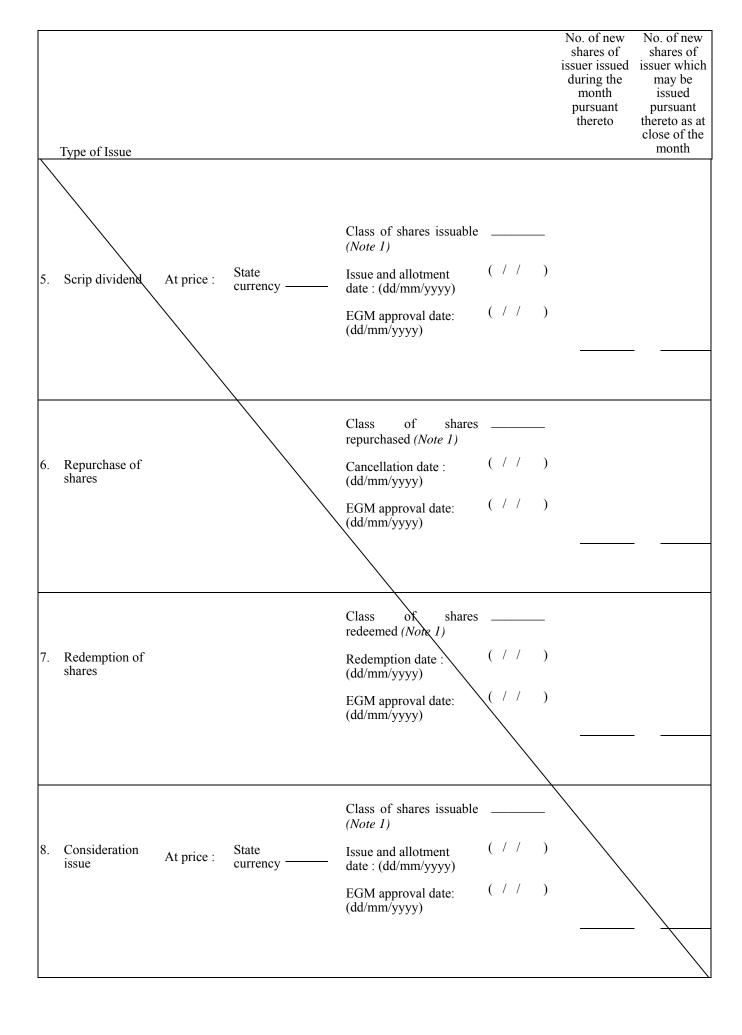
Warrants to Issue Shares of the Iss	suer which are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>X.</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.		\backslash			
		\backslash			
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy)	(/ /)			\backslash	
				\mathbf{i}	
Class of shares issuable (<i>Note 1</i>)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Tot	(Prefer	inary shares) rence shares) (Other class)	Nil N/A N/A	

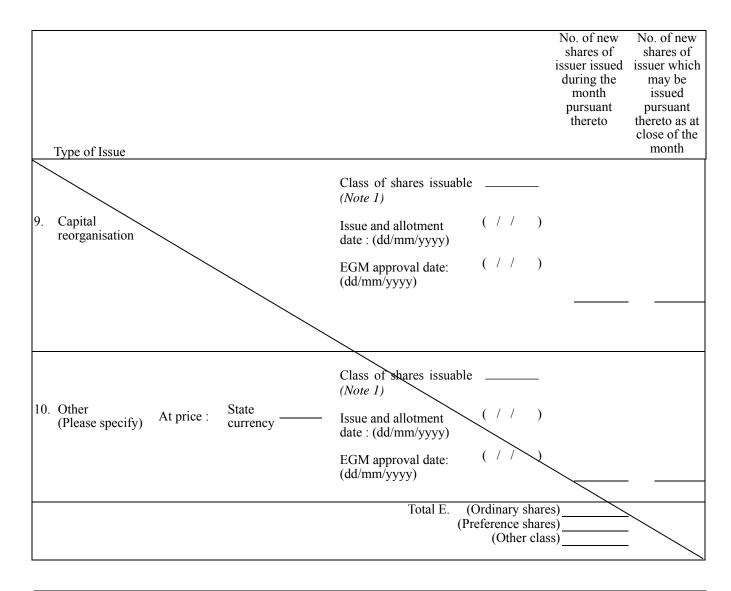
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Secured Convertible						
Bonds under General	—					
Mandate issued on 14						1 100 000 000
June 2017		99,000,000		99,000,000		1,188,000,000
Stock code (if listed)	N/A					
issuable (<i>Note 1</i>)	Ordinary share	S				
Subscription price	HK\$0.65	5				
EGM approval date	11160.05					
(if applicable)						
(dd/mm/yyyy))	N/A					
2. Secured Convertible	- 1/2 -	,				
Bonds under General						
Mandate issued on 12						
	HK\$	420 107 000		420 107 000		660 202 076
September 2017 Stock code (if listed)	<u> </u>	429,197,000		429,197,000		660,303,076
Class of shares	1N/A					
issuable (<i>Note 1</i>)	Ordinary share	s				
Subscription price	HK\$0.65	3				
EGM approval date	111140.05					
(if applicable)						
(dd/mm/yyyy)	N/A					
3. Secured Guaranteed						
Convertible Notes under						
General Mandate issued	_					
	HK\$	185,847,419		185,847,419		211,190,249
on 24 October 2018 Stock code (if listed)	<u> </u>	102,047,419		103,047,419		<u> </u>
Class of shares	1N/FA					
issuable (Note 1)	Ordinary share	s				
Subscription price	HK\$0.88	<u> </u>				
EGM approval date		,				
(if applicable)						
(dd/mm/yyyy)	N/A					
4						
Stock code (if listed)						
Class of shares		,				
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
—		_		dinary shares)	Nil	
			(Pre	eference shares)	N/A	
				(Other class)	N/A	

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 (Note 1)		
2.		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)







Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil			
	(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").)					

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by:

Wong Xiang Hong

 Executive Director

 (Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.

- *3. "Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.