

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 August 2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Freeman FinTech Corporation Limited

Date Submitted 3 September 2019

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

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	1,568,176,188	N/A	N/A	N/A
Increase/ (decrease) during the month	(Remark 1) 300,000,000	N/A	N/A	N/A
Balance at close of the month	1,868,176,188	N/A	N/A	N/A

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: (23/04/2015) Ordinary shares (Note 1)	NIL	NIL	NIL	NIL	NIL	68,827,582
2. Share Option Scheme adopted on 31 August 2012 Date of grant: (06/08/2018) Ordinary shares (Note 1)	NIL	NIL	NIL	NIL	NIL	126,681,513
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. Secured Convertible						
Bonds under General						
Mandate issued on 14						
June 2017	US\$	99,000,000	-	99,000,000	-	1,287,000,000
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.600					
EGM approval date (if applicable) (dd/mm/yyyy)	(Remark 2(a))					
	N/A					
2. Secured Convertible						
Bonds under General						
Mandate issued on 12						
September 2017	HK\$	429,197,000	-	429,197,000	-	727,452,542
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.590					
EGM approval date (if applicable) (dd/mm/yyyy)	(Remark 2(b))					
	N/A					
3. Secured Guaranteed						
Convertible Notes under						
General Mandate issued						
on 24 October 2018	HK\$	185,847,419	-	185,847,419	-	1,281,706,337
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.145					
EGM approval date (if applicable) (dd/mm/yyyy)	(Remark 2(c))					
	N/A					
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 (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

Other Movements in Issued Share 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
Type of Issue							
1.	Rights issue	At price :	State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /)		
					EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
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) (/ /)	_____	_____

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) _____ EGM 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 issuable _____ (Note 1)		
	Issue and allotment 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)		_____	_____
(Preference shares)		_____	_____
(Other class)		_____	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	300,000,000
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

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):

1. On 5 August 2019, 300,000,000 new shares were issued under general mandate upon the completion of the subscription of new shares of the Company by the subscriber (details of which are disclosed in the announcement of the Company dated 5 August 2019).

2. Reference is made to the announcements of the Company dated 5 August 2019 and 12 August 2019 in relation to the subscription of new shares of the Company under general mandate and adjustments in relation to the outstanding convertible instruments (the “Announcements”). Capitalised terms used in this monthly return shall have the same meanings as those defined in the Announcements unless otherwise stated.

As a result of the issue of 300,000,000 new shares by the Company on 5 August 2019,

(a) the conversion price of the convertible bonds issued by the Company in the outstanding principal amounts of US\$99,000,000 was adjusted to HK\$0.600 per convertible share and the outstanding convertible bonds will entitle holders to convert into 1,287,000,000 conversion shares if fully converted;

(b) the conversion price of the convertible bonds issued by the Company in the outstanding principal amounts of HK\$429,197,000 was adjusted to HK\$0.590 per convertible share and the outstanding convertible bonds will entitle holders to convert into 727,452,542 conversion shares if fully converted; and

(c) the conversion price of the convertible note issued by the Company in the principal amount of HK\$185,847,419 was adjusted to HK\$0.145 per convertible share and the outstanding convertible note will entitle holders to convert into 1,281,706,337 conversion shares if fully converted.

Submitted by: Wong Xiang Hong

Title: 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.*