日KEX香港交易所

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

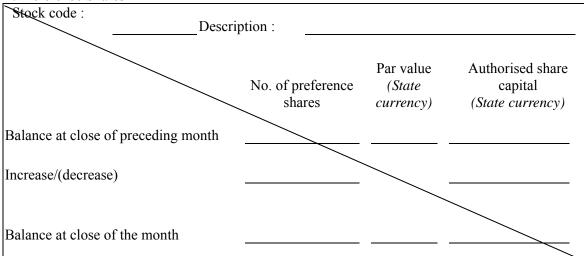
Name of Issuer	Freeman FinTech Corporation Limited
Date Submitted	3 September 2019

I. Movements in Authorised Share Capital

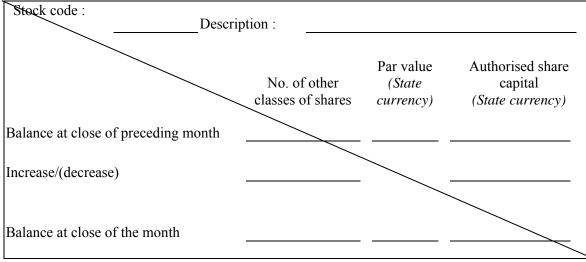
1. Ordinary Shares

(1) Stock code : 279	Ordinary Shares			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding n	nonth 500,000,000	0 <u>HK\$0.01</u>	HK\$5,000,000,000	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	_500,000,000,00	0 <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 n	nonth			
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	ry 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	(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	<u>N/A</u>	

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		

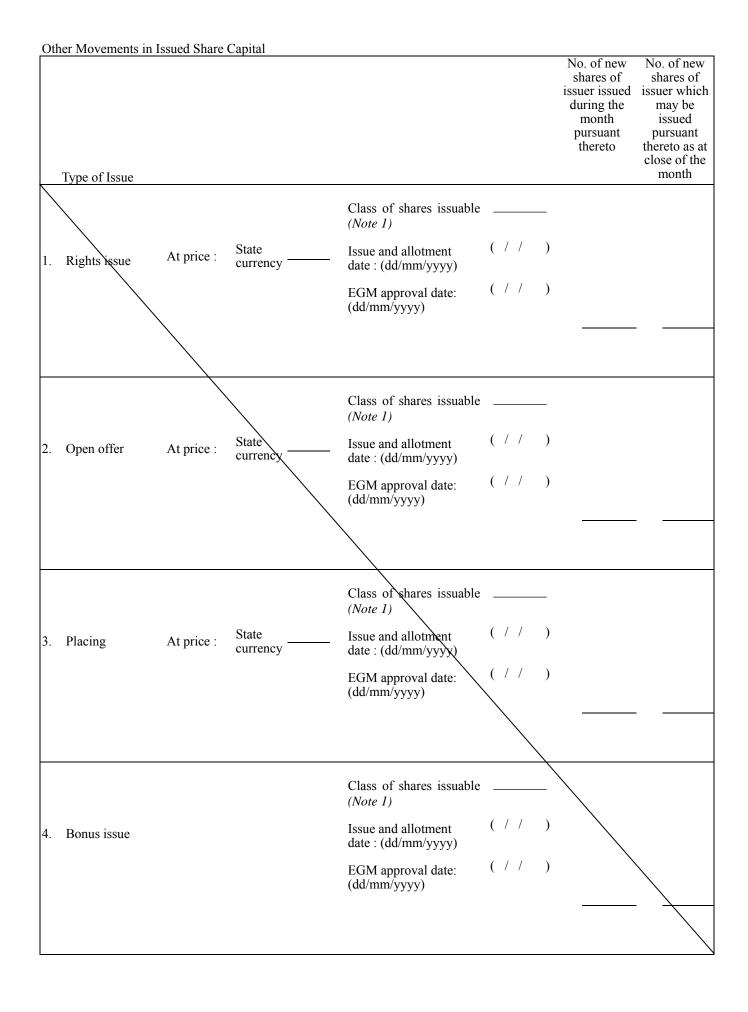
Warrants to Issue Shares of the Iss	suer which are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month 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			
		\mathbf{i}			
(/ /) 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	

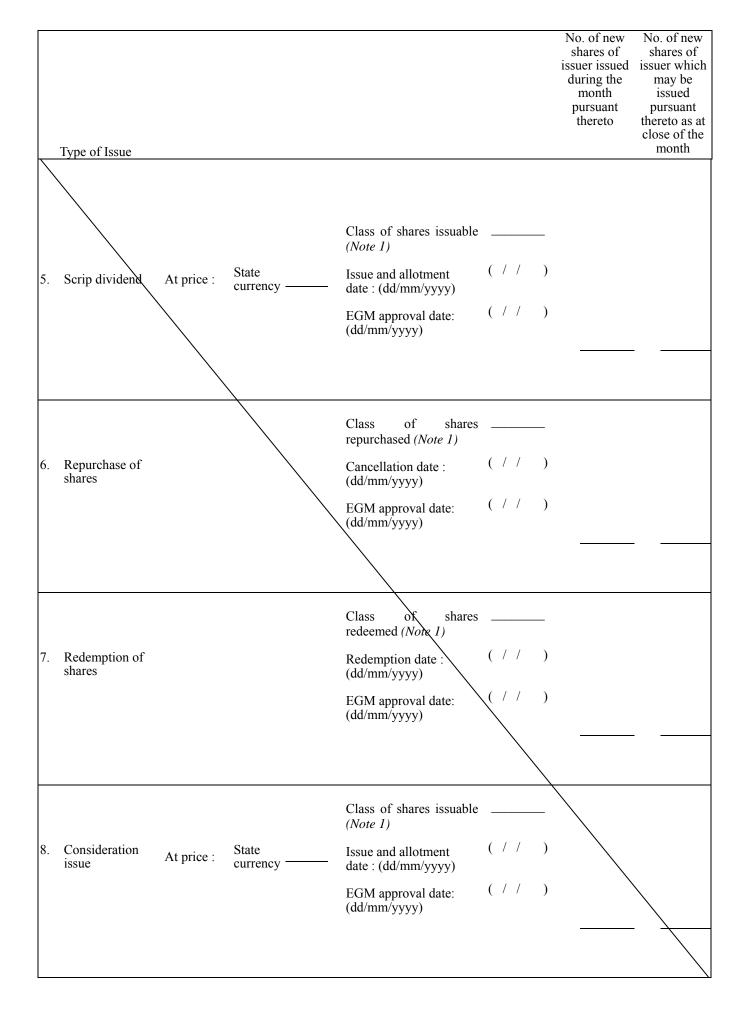
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Secured Convertible						
Bonds under General						
Mandate issued on 14						
June 2017	US\$	99,000,000	_	99,000,000	-	1,287,000,000
Stock code (if listed)	<u> </u>					$\frac{1,207,000,000}{(\text{Remark } 2(a))}$
Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date	Ordinary share HK\$0.600 (Remark 2(a))					
(if applicable) (dd/mm/yyyy))	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)	<u> </u>	429,197,000		429,197,000		(Remark 2(b))
Class of shares	11/11					(Remark 2(0))
issuable (Note 1)	Ordinary share	S				
Subscription price	HK\$0.590					
EGM approval date	(Remark 2(b)))				
(if applicable)						
(dd/mm/yyyy)	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					(Remark $2(c)$)
Class of shares						
issuable (Note 1)	Ordinary share	s				
Subscription price	HK\$0.145					
EGM approval date	(Remark 2(c)))				
(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)	(1 1)					
(dd/min/yyyy)	(/ /)			rdinary shares) eference shares) (Other class)	Nil N/A N/A	

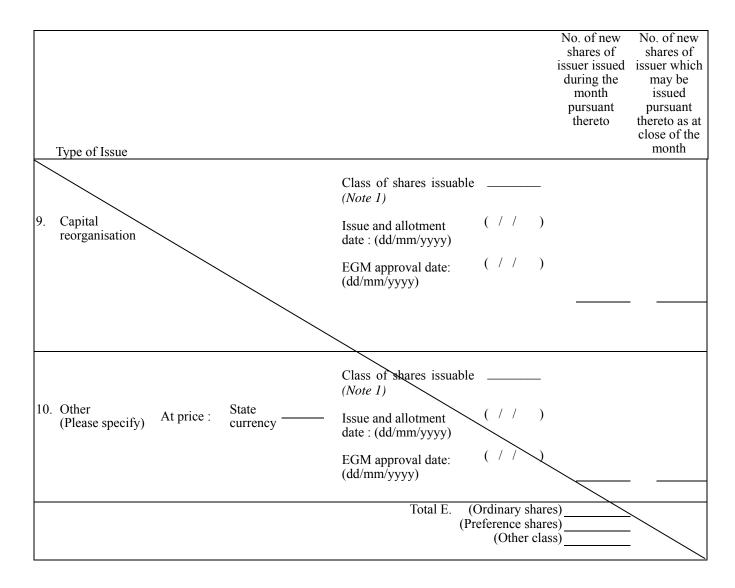
Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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)	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
(These figures should be the same as the relevant figures under II above ("Movements in Is.	sued Shar	e 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):

 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

Title:

(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

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.