

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2016					
To : Hong Kong Exchanges	and Clea	ring Limited			
Name of Issuer	ne of Issuer Powerwell Pacific Holdings Limited				
Date Submitted	05/04/20)16			
I. Movements in Authorised Share Capital					
1. Ordinary Shares					
(1) Stock code : <u>8265</u>	_Descrip	otion:	Powerwe	ell Pac	
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding	g month	1,000,000,000	0.10	100,000,000.00	
Increase/(decrease)		Nil		Nil	
Balance at close of the mont	th .	1,000,000,000	0.10	100,000,000.00	
(2) Stock code : N/A	_Descrip	otion:	N/A		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of precedin	g month				
Increase/(decrease)	-				
Balance at close of the mont	th				

2. Preference Shares				
Stock code : N/A Descrip	tion :	N/A		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month _		<u> </u>		
Increase/(decrease)		-		
Balance at close of the month				
3. Other Classes of Shares				
Stock code : N/A Descrip	tion :	N/A	1	
Stock code : N/A Descrip	No. of other classes of shares	N/A Par value (State currency)	Authorised share capital	
Stock code : N/A Description Balance at close of preceding month _	No. of other classes of	Par value (State currency)	Authorised share capital	
<u> </u>	No. of other classes of shares	Par value (State currency)	Authorised share capital	
Balance at close of preceding month _	No. of other classes of shares	Par value (State currency)	Authorised share capital	

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	306,700,000	N/A	N/A	N/A
proceding month		14//	14//1	14/71
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	306,700,000	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 No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto including AGM thereto as at close of Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme Exercise Price of HK\$1.17 (22/12/2010) Nil Ordinary shares Nil Nil Nil Nil 7,500,000 (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (HK\$) N/A

Warrants to Issue Shares of the	e 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. N/A						
Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)	, , ,	,				
(dd/mm/yyyy)	(/ /)	=			
2.						
(/ /) Stock code (if listed)			-			_
icauchla (Nota 1)						
Subscription price			•			
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /	1				
3.	(/ /		-			
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 E	3. (Ordina	ary shares)	N/A	
				ce shares)	N/A	_
				ther class)	N/A	- -
1			-	· ·		

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ch are to be Liste	ed)		
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. N/A	<u> </u>					
	<u> </u>					
Stock code (if listed)	(/ /) 					
Stock code (if listed)						
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)	(/ /)			ary shares)	N/A	
			(Preferen	ce shares) ther class)	N/A N/A	-

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

Options (other than under Share Option Schemes)		
Full particulars including 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 pursuant thereto as at close of the month
if applicable, and class of shares issuable:		
1. On 5 November 2015 (after trading hours), the Company, the Purchaser, the Vendors and the Guarantors entered into the	-	
Acquisition Agreement, pursuant to which the Purchaser has	-	
conditionally agreed to acquire and the Vendors have	-	
conditionally agreed to sell the Sale Assets at the	-	
Consideration of HK\$110 million, which will be satisfied by	-	
way of issue of Convertible Bonds to the Vendors (or their		
respective nominee(s)) upon Completion.		
Upon full Conversion of the Convertible Bonds at the initial		
Conversion Price of HK\$0.55 per Conversion Share, a total		
of 200,000,000 Conversion Shares will be issued.		
For more detail, please refer to the Company's	<u> </u>	
announcement dated 9 November 2015, 20 November		
2015 and 18 December 2015 and circular dated 18 January 2016.	-	
2010.	-	
	-	
shares (Note 1)	Nil	200,000,000
2.		
	<u> </u> 	
shares (Note 1)		
3.		
J	-	
	1	
	1	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements	in Issued Share Capital				
	Tune of leave				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					
			Class of shares issuable (Note 1)		-	
1.	Rights issue	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
					N/A	N/A
			Class of shares		-	
		Ctoto	issuable (Note 1)	(/ /)	
2.	Open offer	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /	,	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
					N/A	N/A
			Class of shares		-	
		At price . State	issuable (Note 1) Issue and allotment	(/ /)	
3.	Placing	At price : currency	date : (dd/mm/yyyy)			
			EGM approval date: (dd/mm/yyyy)	(/ /)	
			(22)		N/A	N/A
			Class of shares		-	
			issuable (Note 1)	(/ /)	
4.	Bonus issue		date : (dd/mm/yyyy)		,	
			EGM approval date: (dd/mm/yyyy)	(/ /	•	
					<u>N/A</u>	N/A

	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
	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Class of shares						
			issuable (Note 1)						
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
								<u>N/A</u>	N/A
			Class of shares repurchased (Note 1)						
6.	Repurchase of shares			(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
								N/A	N/A
			Class of shares redeemed (Note 1)						
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
			, , , , , , , , , , , , , , , , , , , ,					N/A	N/A
			Class of shares issuable (Note 1)						
8.	Consideration issue	At price : State currency———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
			· · · · · · · · · · · · · · · · · · ·					N/A	N/A

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
			Class of shares				
			issuable (Note 1)	· ———			
9. Capital reorga	nisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares issuable (Note 1)	S			
10. Other (Please	e specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Total		Ordinar		
			(Pref	ference	shares shares er class	s) N/A	- - -
					-> (
Total incre	ease / (dec	crease) in ordinary shares dur	ing the month (i.e. Total	of A to		1)	N/A
T. (.) .	/ / 1		Lodon (boron et el en 🛨	(-1 . 6 6	(2	<u> </u>	N/A
	•	crease) in preference shares o crease) in other classes of sha	•		•		N/A
E):	·						N/A
(These fig Capital").		ıld be the same as the relevar	nt figures under II above	e ("Move	ements	in Issued S	hare

Remarks (if any):
Submitted by: Hui Wai Man Shirley
Title: Company Coaretery
Title: Company Secretary (Director, Secretary or other duly authorised officer)
(Director, Georgian of enter daily additioned entering

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.