HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/05/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Powerwell Pacific Holdings Limited
Date Submitted	02/06/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8265</u> Descrip	otion :	Powerwel	ll Pac	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital <i>(HK\$)</i>	
Balance at close of preceding month	1,000,000,000	0.10	100,000,000.00	
Increase/ (decrease)	4,000,000,000 (See Remarks 1)	-	Nil	
Balance at close of the month	5,000,000,000	0.02	100,000,000.00	
		N/A		
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A		
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N/A Par value (State currency)	Authorised share capital (State currency)	
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary	Par value (State	Authorised share capital	
	No. of ordinary	Par value (State	Authorised share capital	

2. Preference Shares

Stock code :	ock code : <u>N/A</u> Descriptio		tion :	N/A	Α
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	of precedi	ng month		- <u> </u>	
Increase/(decreas	e)	-		-	
Balance at close o	of the mon	ith _			

3. Other Classes of Shares

Stock code :	N/A	_Description :	Description :		<u>. </u>
		cl	o. of other asses of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	of precedir	ig month			
Increase/(decreas	se)			-	
Balance at close	of the mon	th			

Total authorised share capital at the end of the month (HK\$):

100,000,000.00

II. Movements in Issued Share Capital

	No. of ordina	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		
Increase/ (decrease) during the month	1,226,800,000	N/A	N/A	N/A		
Balance at close of the month	1,533,500,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Op	tion Schemes of	of the Issuer)			
Particulars of share option scheme					issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
including AGM		Movement duri	ng the month		thereto	thereto as at close of
approval date (dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		the month
1. Share						
Option Scheme Exercise Price						
of HK\$.0234						
(See Remark 2)						
(22/12/2010)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	37,500,000 (See Remark 2)
(Note 1)						
2.						
<u>(/ /)</u> shares						
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)		- <i>i</i>			N 1/A	
		Iota	IA. (Ordina) Preference		<u> </u>	
			•	her class)	<u> </u>	
Total funds raised d of options (HK\$)	uring the mo	onth from exerci	•	N/A		
,						

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	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
<u>1. IV/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	-			
2.						
·						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 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)	(/ /)	-			
		Tr . (.) F) ((, , , , !), , , -	wy observes)	N1/A	
		Total E	``	ary shares) ce shares)	N/A N/A	-
				ther class)	N/A	_
				·		-

Convertibles (i.e. Convertible	into Shares of th	e 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
<u>1. N/A</u>						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 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 C. (Ordina	Irv shares)		
				ce shares)	N/A	-
				ther class)	N/A	-

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
 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\$0.11 per Conversion Share, a total of 1,000,000,000 Conversion Shares will be issued. For more detail, please refer to the Company's announcement dated 9 November 2015, 20 November 2015, 18 December 2015 and 3 May 2016 and circular dated 18 January 2016. 		
(/ /) shares (Note 1)	Nil	1,000,000,000 (See Remark 3)
2		
(/ /) 	-	
3	-	
shares (Note 1) Total D. (Ordinary shares) (Preference shares) (Other class)	N/A 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)

	ner Movements ir					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				month
			issuable (Note 1)	, , ,	,		
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(222.000,5555)			N/A	<u>N/A</u>
			Class of shares				
		Stato	issuable (Note 1)	(/ /)		
2.	Open offer	At price : State currency	lssue and allotment date : (dd/mm/yyyy)		-		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares				
4.	Bonus issue		issuable <i>(Note 1)</i> 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						
5.	Scrip dividend	At price : State	issuable (Note 1) Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		N1/A
								<u>N/A</u>	N/A
			Class of shares repurchased (Note 1)						
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)	N/A	N/A
								<u> </u>	<u> </u>
			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
9. Capital reorganisation	Class of shares <u>Ordinary</u> issuable (<i>Note 1</i>) Issue and allotment (04/05/2016) date : (dd/mm/yyyy) SGM approval date: (03/05/2016) (dd/mm/yyyy)	<u>1,226,800,000</u>	N/A
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)	N/A	N/A
	Total E. (Ordinary shares) (Preference shares) (Other class)	N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	1,226,800,000
(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 Issued Share Capital").)	

Remarks (if any):

(1) An ordinary resolution for the Share Subdivision was passed at the Special General Meeting of the Company held on 3 May 2016, with effect from 4 May 2016, each existing issued and unissued share with a par value of HK\$0.1 was divided into 5 subdivided shares with a par value of HK\$0.02 respectively.

(2) Upon the Share Subdivision becoming effective, the exercise price and the number of shares to be allotted and issued upon exercise of the subscription rights attaching to the option granted under the share option scheme adopted on 27 May 2015 will be adjusted accordingly.

(3) Upon the Share Subdivision becoming effective, the conversion price and the number of conversion
 shares falling to be issued upon exercise of the conversion rights attaching to the acquisition agreement dated 5
 November 2015 have been adjusted accordingly.

Submitted by: Hui Wai Man Shirley

 Company Secretary

 (Director, Secretary or other duly authorised officer)

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.