# HKEX 香港交易所

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/01/2017</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Powerwell Pacific Holdings Limited
Date Submitted	01/02/2017

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

### 2. Preference Shares

Stock code :	N/A	Description	on :	N/A	λ
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	of precedir	ng month			
Increase/(decreas	se)				
Balance at close o	of the mon	ith			

## 3. Other Classes of Shares

Stock code :	N/A	_Descrip	tion :	N/A	λ
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	of precedir	ng month			
Increase/(decreas	se)	-		-	
Balance at close o	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 ordin	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	2,051,209,327	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	2,051,209,327	<u>N/A</u>	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opt	tion Schemes c	of the Issuer)			
Particulars of share option scheme including AGM		Movement durii	a the month			No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date	•		ig the month		_	the month
(dd/mm/yyyy) and						
class of shares	Onented	<b>F</b> orenzia e d		المعمدا		
issuable 1. Share	Granted	Exercised	Cancelled	Lapsed		
Option Scheme						
Exercise Price of HK\$.0234						
01 1114.0234						
(22/12/2010)						
(22/12/2010) Ordinary shares	Nil	Nil	Nil	Nil	Nil	37,500,000
(Note 1)				1111		37,500,000
2.						
·						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
		Tota	IA. (Ordina		N/A	
			(Preferenc	,	N/A	
			-	her class)	N/A	
Total funds raised d	uring the mo	nth from exerci	se			
of options (HK\$)				N/A		

Warrants to Issue Shares of the	Issuer which	are to be Listed	k			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding 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. N/A</u>						
( / / )	. <u> </u>		·	·		
Stock code (if listed) Class of shares						
Subscription price			-			
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)	_			
<u>2.</u>	,	,	_			
		. <u> </u>				
( / / ) Stock code (if listed)						
Class of shares			-			
icouchle (Note 1)			_			
Subscription price			_			
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
3.	( / /	)	-			
( / / )						
Stock code (if listed) Class of shares			_			
inquichle (Nate 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)		``				
(dd/mm/yyyy) 4.	( / /	)	-			
<del></del>						
( / / )						
Stock code (if listed)			_			
Class of shares						
Subscription price			-			
EGM approval date			_			
(if applicable)						
(dd/mm/yyyy)	( / /	)	_			
		Total I	3. (Ordina)	ry shares)	N/A	
				ce shares)		-
				ther class)		

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	
<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)			otal C. (Ordina	Iry shares)			
				ther 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)

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. The Completion		
took place on 1 June 2016 and the Convertible Bonds in the		
aggregate principal amount of HK\$110 million was issued to		
the Vendors after completion.		
On 19 December 2016 (after trading hours), the Company		
allotted and issued a total of 517,709,327 Conversion	]	
Shares by converting the convertible bonds at the principal of		
HK\$56,948,026. Immediately after the Conversion, the		
outstanding principal amount of the Convertible Bonds were	]	
HK\$53,051,974.	]	
Upon full Conversion of the remaining Convertible Bonds at		
the initial Conversion Price of HK\$0.11 per Conversion		
Share, a total of 482,290,673 Conversion Shares will be		
issued.	]	
For more detail, please refer to the Company's		
announcement dated 9 November 2015, 20 November		
2015, 13 January 2016, 3 May 2016, 1 June 2016 and 19	]	
December 2016 and circular dated 18 January 2016.	]	
	]	
shares (Note 1)		482,290,673
2		
	]	
	]	
	]	
	1	
	1	
shares (Note 1)	1	
3.		
	1	
	1	
	1	
shares (Note 1)	1	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
<u>L</u>	1	

Otl		n 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								montin
			Class of shares issuable (Note 1)						
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/	/	)		
			EGM approval date: (dd/mm/yyyy)	(	/	/	)		
			( )))))					<u>N/A</u>	N/A
			Class of shares issuable (Note 1)						
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/	/	)		
			EGM approval date: (dd/mm/yyyy)	(	/	/	)		
								<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)						
3.	Placing	At price : State	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)	_					
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(	/	/	)		
			EGM approval date: (dd/mm/yyyy)	(	/	/	)	N1/A	N1/A
								<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)	(	/	/	)	N/A	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>	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 reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			SGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	N/A
			Class of shares issuable (Note 1)				
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				dinary sha erence sha (Other cla	res)	N/A N/A N/A	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A			
(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)	:
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Submitted by:	Hui Wai Man Shirley		
Title: (Director, Sec	Company Secretary cretary 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.