HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/05/2017

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Powerwell Pacific Holdings Limited |
|----------------|------------------------------------|
| Date Submitted | 06/06/2017 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>8265</u> Descrip | otion : | Powerwell 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 | Par value (State | Authorised share capital (State currency) | | |
| (2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month | No. of ordinary shares | Par value (State | Authorised share capital (State currency) | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | | |

2. Preference Shares

| Stock code : | Stock code : <u>N/A</u> Descript | | 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 : | | N/A | <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 | 2,051,209,327 | N/A | N/A | N/A | | |
| Increase/ (decrease) during the month | 100,000,000 | N/A | N/A | N/A | | |
| Balance at close of the month | 2,151,209,327 | N/A | N/A | N/A | | |
| | | | | | | |

III. Details of Movements in Issued Share Capital

| Share Options (und | ler Share Op | tion Schemes c | of the Issuer) | | | |
|---|---------------|-----------------|----------------|------------|--|------------|
| Particulars of share option scheme including AGM | | Movement durir | ng 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 | Originational | E | Canadiad | المعمدا | | |
| issuable 1. Share | Granted | Exercised | Cancelled | Lapsed | | |
| Option Scheme | | | | | | |
| Exercise Price | | | | | | |
| of HK\$0.234 | | | | | | |
| 0111100.234 | | | | | | |
| | | | | | | |
| (22/12/2010) | | | | | | |
| Ordinary shares | Nil | Nil | Nil | Nil | Nil | 37,500,000 |
| (Note 1) | | | | | | |
| (11010-1) | | | | | | |
| 2. | | | | | | |
| | | | | | | |
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| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| _ | | | | | | |
| 3. | | | | | | |
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| | | | | | | |
| | | | | | | |
| <u>(/ /)</u> | | | | | | |
| shares | | | | | | |
| (Note 1) | | Tota | IA. (Ordina | ry charac) | N/A | |
| | | TOLA | Preference | | N/A N/A | |
| | | | | her class) | N/A | |
| Total funds raised d | uring the mo | nth from exerci | • | | | |
| of options (HK\$) | | | 00 | 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. | (, , , | , | - | | | |
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| · · · · · · · · · · · · · · · · · · · | | | | | | |
| 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 |
| 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 | | |
| amount 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 adjusted Conversion Price of HK\$0.109 per Conversion | | |
| Share, a total of 486,715,358 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, 19 | | |
| December 2016 and 5 June 2017 and circular dated 18 | | |
| January 2016. | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| |) | |
| shares (Note 1 |) | 486,715,358 |
| | | |
| | <u></u> | 100,110,000 |
| 2 | | 100,110,000 |
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| |) N/A | |
| |) N/A 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)

| | | 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 pursuan t thereto as at close of the |
|----|---------------|------------------------|---|--|--|
| | Type of Issue | | | | month |
| | | | 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) | N/A | 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) | N/A | N/A |
| | | | | | |
| | | | Class of shares <u>Ordinary</u> issuable <i>(Note 1)</i> | | |
| 3. | Placing | At price : HK\$2.80 | Issue and allotment (25/05/2017 date : (dd/mm/yyyy) |) | |
| | | | AGM approval date: (03/05/2016 (dd/mm/yyyy) | 5) 100,000,000 | N/A |
| | | | | 100,000,000 | |
| | | | Class of shares issuable (Note 1) | | |
| 4. | Bonus issue | | Issue and allotment (/ /) date : (dd/mm/yyyy) | | |
| | | | EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| | | | | <u>IWA</u> | |

| | 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 pursuan t thereto as at close of the month |
|----|-------------------------|----------------------------------|--|-----|---|---|--|---|
| | | | | | | | | |
| | | 0 | Class of shares issuable <i>(Note 1)</i> | | | | | |
| 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 |
| | | | | | | | | |
| | | | 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 | 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 pursuan t thereto as at close of the month |
|-----|---------------------------|------------|-------------------|---|-------------------------|-----|--|---|
| 9. | Capital reorganisation | | | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy) | ; (// (// | | N/A | N/A |
| 10. | Other (Please specify) | 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) | (/ / |) | N/A | N/A |
| | | | | Total E. (Ord (Prefer | ence shar (Other cla | es) | 100,000,000 N/A N/A | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) | 100,000,000 | | |
|--|-------------|--|--|
| (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 Issued Share Capital").) | | | |

Remarks (if any):

| Submitted by: | Hui Wai Man Shirley | | |
|-----------------------|--|---------|--|
| Title: (Director, Sec | Company Secretary cretary or other duly authorised or | fficer) | |

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.