

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/01/2015
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Powerwell Pacific Holdings Limited		
Date Submitted	05/02/2015		

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 month	1,000,000,000	0.10	100,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	1,000,000,000	0.10	100,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	Δ
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

# 2. Preference Shares

Stock code : <u>N/A</u> Descr		Description :	N/	A
		No. of prefer shares	Par value rence (State currency)	Authorised share capital (State currency)
Balance at close of	preceding	nonth		
Increase/(decrease)				
Balance at close of	the month			

#### 3. Other Classes of Shares

Stock code :	N/A	Description :	N/A	A
		No. of other classes of share	Par value (State s currency)	Authorised share capital (State currency)
Balance at close of J	preceding	month		
Increase/(decrease)				
Balance at close of t	he month			

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 classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	150,000,000	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	150,000,000	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	lssuer)			
Particulars of share option scheme including AGM approval date		Movement duri	ng 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
(dd/mm/yyyy) and class of shares issuable						close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.N/A						
( / / ) Ordinary shares						
Ordinary shares (Note 1)						
2.						
( / / )						
(Note 1)						
3.						
( / / ) shares						
(Note 1)						
		То	tal A. (Ordin		N/A	
				nce shares)	N/A	
				Other class)	N/A	
Total funds raised dur options (HK\$)	ing the month	from exercise of	f	N/A		
* ` '/						

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	during the	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>					
( / / ) Stock code (if listed) Class of shares					
issuable ( <i>Note 1</i> ) Subscription price EGM approval date		-			
(if applicable) (dd/mm/yyyy)					
<u>2.</u>		-			
( / / ) Stock code (if listed) Class of shares issuable (Note 1)		 -			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	-			
3.					
	<u></u>				
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )		-			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	_			
4.		-			
( / / )	<u> </u>				
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )		-			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	-			
	Tota	al B. (Ordina	ry shares)	N/A	
		(Preferen	ce shares)	N/A	-
		(0	ther class)	N/A	-

				fain Board and	GEM listed issu	iers
Convertibles (i.e. Convertible in		Amount at close of preceding month	be Listed) 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						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Conversion 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)						
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)	( / / )		Fotal C. (Ordir	nary shares)	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)

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 8 December 2014 (after trading hours), the Company entered into the Sale and Purchase Agreement with the Vendor. The		
Company had agreed to acquire the Sale Shares and the Sale Loan		
at the consideration of HK\$36,000,000, to be settled (i) as to		
HK\$31,200,000 by issue of 26,000,000 Consideration Shares at the		
issue price of HK\$1.20 each; and (ii) as to the remaining HK\$4,800,000 in cash.		
On 8 January 2015, the Company and the Vendor entered into an		
extension letter to extend the long stop date to 9 February 2015.		
For more details, please refer to the Company's announcements		
dated 9 December 2014 and 8 January 2015.		
(under the general mandate granted to the directors at the AGM held on 12 May 2014)		
Ordinary shares ( <i>Note</i> 1)	N/A	26.000.000
	1011	
2		
shares (Note 1)		
		·
3.		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	•
(Other class)	N/A	

Ot	ner Movements in	Issued Share Capital					•• -
	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 ( <i>Note 1</i> )				
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 ( <i>Note 1</i> )				
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 issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N7/4	
						N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )				
4.	Bonus issue		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 ( <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
								<u>N/A</u>	
			Class of shares repurchased ( <i>Note 1</i> )						
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(	/	/	)		
			EGM approval date: (dd/mm/yyyy)	(	/	/	)	N/A	N/A
			Class of shares redeemed ( <i>Note 1</i> )	_					
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(	/	/	)		
			EGM approval date: (dd/mm/yyyy)	(	/	/	)		
								N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )						
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/	/	)		
			EGM approval date: (dd/mm/yyyy)	(	/	/	)		
								N/A	N/A

			For Main Board and GEM listed issuers			
	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 issue (Note 1)	able		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	NT/ A	NT/A
					N/A	N/A
			Class of shares issue (Note 1)	able		
10.	Other (Please specify) At price	At price : State	- Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
			Total E.	(Ordinary shar (Preference shar (Other cla	es) 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:	Chan Kwong Leung, Eric	-	
Title: (Director, Secr	Company Secretary etary 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.*