

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K/A**

Amendment No. 2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NO. 000-52103

**HIGHPOWER INTERNATIONAL, INC.**

*(Exact Name of Registrant As Specified In Its Charter)*

**Delaware**

**20-4062622**

*(State or other jurisdiction of  
incorporation or organization)*

*(I.R.S. Employer  
Identification No.)*

**Building A1, Luoshan Industrial Zone,  
Shanxia, Pinghu, Longgang,  
Shenzhen, Guangdong  
People's Republic of China**

**518111**

*(Address of principal executive offices)*

*(Zip Code)*

*Registrant's telephone number, including area code: (86) 755-89686292*

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of  
Each Class

Name of each exchange  
on which registered

Common Stock, \$0.0001 par value

Nasdaq Global Market

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No



Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the registrant's issued and outstanding shares of common stock held by non-affiliates of the registrant as of June 30, 2011 (based on the price at which the registrant's common stock was last sold on such date) was approximately \$26.21 million.

There were 13,582,106 shares outstanding of the registrant's common stock, par value \$0.0001 per share, as of March 25, 2012. The registrant's common stock is listed on the Nasdaq Global Market under the stock symbol "HPJ."

Documents Incorporated by Reference: None.

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### **Explanatory Note**

This Amendment No. 2 to the Annual Report on Form 10-K (the "Amendment No. 2") of Highpower International, Inc. ("we" or the "Company") amends our Annual Report on Form 10-K for the year ended December 31, 2011 that was filed with the Securities and Exchange Commission ("SEC") on March 30, 2011 ("Original Filing"), as amended by Amendment No. 1 filed with the SEC on April 10, 2012 ("Amendment No. 1"). This Amendment No. 2 is filed solely to file Exhibit 23.1 which was omitted from the Original Filing.

This Amendment No. 2 only amends information in Item 15. Except for Item 15, no other items of the Original Filing or Amendment No. 1 are being amended. Among other things, forward-looking statements made in the Original Filing have not been revised to reflect events, results or developments that have occurred or facts that have become known to us after the date of the Original Filing, and such forward-looking statements should be read in their historical context. This Amendment should be read in conjunction with the Company's filings made with the SEC subsequent to the Original Filing, including any amendments to those filings. The certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 have been revised, as applicable to the disclosures that are amended by this Amendment No. 2, re-executed and re-filed as of the date of this Amendment No. 2.

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## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements: See “Index to Consolidated Financial Statements” in Part II, Item 7 of this annual report on Form 10-K.
2. Financial Statement Schedule: Not applicable.
3. Exhibits: The exhibits listed in the accompanying “Index to Exhibits” are filed or incorporated by reference as part of this Form 10-K.

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Shenzhen, People’s Republic of China, on April 27, 2012.

**Highpower International, Inc.**

(Registrant)

Dated: April 27, 2012

/s/ Henry Sun

By: Henry Sun  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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## EXHIBIT INDEX

Exhibit Number	Description
2.1	Share Exchange Agreement, dated as of October 20, 2007, by and among the Registrant, Hong Kong Highpower Technology Company Limited and all of the shareholders of Hong Kong Highpower Technology Company Limited (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2007).
3.1	Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Registration Statement on Form 10-SB (File No. 000-52103) filed with the Securities and Exchange Commission on July 5, 2006).
3.2	Bylaws (incorporated by reference from Exhibit 3.2 to the Registration Statement on Form 10-SB (File No. 000-52103) filed with the Securities and Exchange Commission on July 5, 2006).
3.3	Articles of Merger Effecting Name Change (incorporated by reference from Exhibit 3.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2007).
3.4	Certificate of Amendment to Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 20, 2010).
10.1	Form of Subscription Agreement (incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2007).
10.2*	Consumer Battery License Agreement, amended as of August 8, 2011, by and between Shenzhen Highpower Technology Co., Ltd and Ovonic Battery Company, Inc. (incorporated by reference from Exhibit 10.2 to the Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 11, 2008).
10.3	State-owned Land Use Rights Grant Contract No. 441302 – B – 112 dated as of May 23, 2007, by and between the Land and Resources Bureau of Huizhou City, Guangdong Province and Shenzhen Highpower Technology Co., Ltd. (translated to English) (incorporated by reference from Exhibit 10.4 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2007).
10.4#	Comprehensive Line of Credit dated as of December 12, 2011 by and between Shenzhen Development Bank Co., Ltd. and Shenzhen Highpower Technology Co., Ltd. (translated to English).
10.4(a)#	Guaranty Contract of Maximum Amount dated as of December 12, 2011 by and between Dang Yu Pan and Shenzhen Development Bank Co., Ltd. (translated to English).
10.4(b)#	Guaranty Contract of Maximum Amount dated as of December 12, 2011 by and between Springpower Technology (Shenzhen) Co., Ltd. and Shenzhen Development Bank Co., Ltd. (translated to English).
10.5	Comprehensive Line of Credit Contract dated May 5, 2011 by and between Shenzhen Development Bank Co., Ltd. and Shenzhen Highpower Technology Co., Ltd. and corresponding guarantee agreements (translated to English) (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2011).
10.6	Comprehensive Line of Credit Contract dated as of June 1, 2011 by and between Shenzhen Highpower Technology Co., Ltd. and China Everbright Bank Shenzhen Longhua Sub-branch (translated to English) (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2011).
10.7	Comprehensive Line of Credit Contract dated as of June 1, 2011 by and between Shenzhen Highpower Technology Co., Ltd. and China Everbright Bank Shenzhen Longhua Sub-branch (translated to English) (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2011).

- 10.8 Non-Commitment Financing Arrangement dated April 8, 2011 by and between Shenzhen Highpower Technology Co., Ltd. and Standard Chartered Bank (China) Limited, Shenzhen Branch (translated to English) (incorporated by reference to Exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2011).
- 10.9 Term Loan Agreement dated August 29, 2011 by and between Wing Lung Bank and Hong Kong Highpower Technology Company Limited. (translated to English) (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 16, 2011).
- 10.10 Bank loan contract dated August 1, 2011 by and between China Industrial and Commercial Bank Ltd. Shenzhen Henggang Sub-branch and Shenzhen Highpower Technology Company Limited and corresponding guarantee agreements (translated to English) (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 16, 2011).
- 10.11 Agreement on Line of Credit dated as of December 8, 2010 by and between Bank of China Limited, Shenzhen Buji Subbranch and Shenzhen Highpower Technology Co., Ltd. (translated to English) (incorporated by reference to Exhibit 10.4 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.11(a) Guaranty Contract of Maximum Amount dated as of December 8, 2010 by and between Dan Yu Pan and the Shenzhen Buji Subbranch of Bank of China Limited (translated to English) (incorporated by reference to Exhibit 10.4(a) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.12 Uncommitted Short Term Revolving Facility Agreement dated as of August 12, 2010 by and between Citibank (China) Co., Ltd. Shenzhen Branch and Shenzhen Highpower Technology Co., Ltd. (translated to English) (incorporated by reference to Exhibit 10.5 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.12(a) Guaranty dated as of August 12, 2010 by and between Dan Yu Pan and Citibank (China) Co., Ltd. (translated to English) (incorporated by reference to Exhibit 10.5(a) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.13 Uncommitted Short Term Revolving Facility Agreement dated as of August 12, 2010 by and between Citibank (China) Co., Ltd. Shenzhen Branch, Shenzhen Highpower Technology Co., Ltd. and Sprintpower Technology (Shenzhen) Co., Ltd. (translated to English) (incorporated by reference to Exhibit 10.6 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.14 Line of Credit Contract dated as of November 8, 2010 by and between China Merchants Bank Co., Ltd., Shenzhen Longgang Sub-branch (translated to English) (incorporated by reference to Exhibit 10.7 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.14(a) Form of Irrevocable Guaranty Contract of Maximum Amount by and between China Merchants Bank Co., Ltd., and the persons indicated in Schedule A attached to the Form of Agreement (translated to English) (incorporated by reference to Exhibit 10.7(a) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.15 Line of Credit Contract dated as of June 20, 2010 by and between Shenzhen Development Bank Co., Ltd. and Shenzhen Highpower Technology Co., Ltd. (translated to English) (incorporated by reference to Exhibit 10.8 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.15(a) Maximum Amount Guarantee dated as of July 13, 2010 by and between Shenzhen Development Bank Co., Ltd. and Dan Yu Pan (translated to English) (incorporated by reference to Exhibit 10.8(a) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
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- 10.16 Comprehensive Line of Credit Contract dated as of March 3, 2010 by and between Shenzhen Highpower Technology Co., Ltd. and China Everbright Bank Shenzhen Longhua Sub-branch (translated to English) (incorporated by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.17 FCY Banking Facility dated as of April 7, 2010 by and between Shenzhen Highpower Technology Co., Ltd. and Standard Chartered Bank (China) Limited (translated to English) (incorporated by reference to Exhibit 10.10 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.17(a) Guarantee dated as of April 7, 2010 by and between Standard Chartered Bank (China) Limited and Dang Yu Pan (translated in English) (incorporated by reference to Exhibit 10.10(a) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.18 Banking Facility dated as of January 21, 2011 by and between Hong Kong Highpower Technology Co., Ltd. and Standard Chartered Bank (China) Limited (incorporated by reference to Exhibit 10.11 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.19 Uncommitted Demand Credit Facility dated as of January 31, 2011 by and between Hong Kong Highpower Technology Co., Ltd. and Citibank, N.A., Hong Kong Branch (incorporated by reference to Exhibit 10.12 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.20 Term Loan Agreement dated as of December 21, 2010 by and between Hong Kong Highpower Technology Co., Ltd. and Wing Lung Bank Limited (incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.21 Banking Facility dated as of April 9, 2010 by and between Hong Kong Highpower Technology Co., Ltd. and Standard Chartered Bank (China) Limited (incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.21(a) Guarantee dated as of May 26, 2010 by and between Standard Chartered Bank (Hong Kong) Limited and Dang Yu Pan (incorporated by reference to Exhibit 10.14(a) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 10.21(b) Amendment Letter to Guarantee dated as of January 21, 2011 by and between Standard Chartered Bank (Hong Kong) Limited and Dang Yu Pan (incorporated by reference to Exhibit 10.4(b) to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 13, 2011).
- 21.1 List of Subsidiaries (incorporated by reference to Exhibit 21.1 to the registrant's Quarterly Report on form 10-Q filed with the Securities and Exchange Commission on May 16, 2011).
- 23.1 Consent of Marcum Bernstein & Pinchuk LLP.
- 23.2# Consent of Dominic K.F. Chan & Co.
- 31.1 Certification of Chief Executive Officer pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\*\* # Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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101.INS+ #	XBRL Instance Document
101.SCH+ #	XBRL Taxonomy Extension Schema Document
101.CAL+ #	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF+ #	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB+ #	XBRL Taxonomy Extension Label Linkbase Document
101.PRE+ #	XBRL Taxonomy Extension Presentation Linkbase Document

\* The Registrant received from the Securities and Exchange Commission an order dated June 9, 2008 granting confidential treatment under the Securities Exchange Act of 1934.

\*\* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

+ In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this annual report on Form 10-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

# Previously filed.

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statement of Highpower International, Inc. and subsidiaries (the "Company") on Form S-8 (File No.333-157443) and the Registration Statement on Form S-3 (File No. 333-168473) of our report dated March 30, 2012, with respect to our audit of the consolidated financial statements of the Company as of December 31, 2011 and for the year ended December 31, 2011, which report is included in this Annual Report on Form 10-K of the Company for the year ended December 31, 2011.

/s/ Marcum Bernstein & Pinchuk  
New York, New York  
May 01, 2012

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**Certification of Chief Executive Officer pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Dang Yu Pan, certify that:

1. I have reviewed this annual report on Form 10-K/A of Highpower International, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 27, 2012

/s/ Dang YuPan

By: Dang Yu Pan  
Chairman of the Board and Chief Executive Officer  
(Principal Executive Officer)

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**Certification of Chief Financial Officer pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Henry Sun, certify that:

1. I have reviewed this annual report on Form 10-K/A of Highpower International, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 27, 2012

/s/ Henry Sun

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Henry Sun

Chief Financial Officer

(Principal Financial Officer)

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