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POWERWELL PACIFIC HOLDINGS LIMITED

宏峰太平洋集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 8265)

PROFIT WARNING

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rule.

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited management accounts of the Group for the eleven months ended 30 November 2012, the Group's net profit for the financial year ending 31 December 2012 is expected to decline as compared to the corresponding period in 2011 due to the reasons stated below in this announcement.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

This announcement is made by Powerwell Pacific Holdings Limited (the "**Company**", the Company and its subsidiaries are collectively referred to herein as the "**Group**") pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

The board of directors (the "**Board**") of the Company wishes to inform the shareholders and potential investors of the Company that based on the preliminary review of the unaudited management accounts of the Group for the eleven months ended 30 November 2012, the Group's net profit for the financial year ending 31 December 2012 is expected to decline as compared to the corresponding period in 2011 due to the decrease in sales of the Group as a result of our major customers having postponed the delivery of products from November and December of the year 2012 to early 2013.

The Company has yet to finalise the annual results of the Group for the year ending 31 December 2012. The information contained in this announcement is a preliminary assessment made by the management of the Company based on the internal unaudited management accounts of the Group, which have not been audited or reviewed by the auditors of the Company and the actual results of the Group for the year ending 31 December 2012 may be different from what is disclosed herein. Shareholders and investors should read carefully the annual results announcement of the Company for the year ending 31 December 2012 which is expected to be published in or around March 2013.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Powerwell Pacific Holdings Limited
Liu Tin Chak, Arnold
Chairman

Hong Kong, 21 December 2012

*This announcement, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

As at the date of this announcement, the executive Directors are Liu Tin Chak, Arnold, Lam Chi Wai, Peter, Wong Yu Man, Elias and Yang Yijun and the independent non-executive Directors are Cheung Chi Man, Dennis, Lui Tai Lok and Yip Kwok Kwan.

This announcement will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.hklistco.com/8265.