

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



POWERWELL PACIFIC HOLDINGS LIMITED

宏峰太平洋集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8265)

PLACING OF BONDS

Placing Agent



PLACING OF BONDS

This is a voluntary announcement made by the Company in relation to the Placing.

On 13 March 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to act as the placing agent, on a best effort basis, to procure Placees to subscribe for the Bonds up to the maximum principal amount of HK\$50,000,000 within the Placing Period.

Shareholders and potential investors of the Company should note that under the Placing Agreement, the Placing is undertaken on a best effort basis and the Bonds may not be placed in full or at all.

This is a voluntary announcement made by the Company in relation to the Placing.

On 13 March 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent. The principal terms of the Placing Agreement are as follows:

THE PLACING AGREEMENT

Date

13 March 2015 (after trading hours)

Parties

Issuer: the Company

Placing Agent: SBI China Capital Financial Services Limited, as placing agent

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

The Placing

Pursuant to the Placing Agreement, the Placing Agent has agreed to act as the placing agent, on a best effort basis, to procure Placees to subscribe for the Bonds up to the maximum principal amount of HK\$50,000,000 within the Placing Period. The Placing Agreement is unconditional.

Placing Period

The period commencing upon the date of the Placing Agreement and terminating at the Closing Date.

Placees

The Bond shall be placed to Placees who are not connected person of the Company.

PRINCIPAL TERMS OF THE BONDS

- Aggregate principal amount** : up to HK\$50,000,000
- Interest** : 6% per annum payable annually in arrears, which shall accrue daily and shall be calculated on the basis of the actual number of days elapsed and a 365-day year.
- Maturity date** : the date falling on the day being the third (3rd) anniversary of the Issue Date, or if that is not a Business Day, the first Business Day thereafter ("**Maturity Date**").
- Issue price** : 100% of the principal amount of the Bonds.
- Early redemption by the Company** : as from the first anniversary of the Issue Date, the Company may at any time before the Maturity Date, by giving to a Bondholder not less than ten (10) Business Days' written notice of its intention to make such redemption, redeem the Bond(s) (in whole or in part in amount of HK\$1,000,000 or an integral multiple thereof) of such Bondholder at 100% of the principal amount thereof together with payment of interests accrued thereon up to the date of redemption.
- Event of default** : the Bonds shall be immediately redeemable on the occurrence of any of the events of default as described thereunder if the Bondholder shall by notice in writing demand redemption of such Bonds.

- Status of the Bonds** : the Bonds constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated obligations of the Company except for obligations accorded preference by mandatory provisions of applicable law.
- Transferability** : the Bonds may be transferred or assigned in whole or in part (if in part, in minimum amount of HK\$1,000,000 or in whole multiple thereof) to any person subject to the conditions, approvals, requirements and any other provisions of or under: (a) the Stock Exchange or their rules and regulations; and (b) all applicable rules and regulations, provided that the Bonds or any part(s) thereof shall not be assigned or transferred to a connected person of the Company unless prior written consent is obtained from the Company.
- Listing** : no application will be made for the listing of the Bonds on the Stock Exchange or any other stock exchange.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the sourcing business providing sourcing and procurement solutions to customers who are mainly brand owners and importers.

As announced by the Company on 9 December 2014 and 27 February 2015, the Company has acquired an indirect 51% equity interest in Tong Yin Precious Metal Operation Company Limited, which is principally engaged in retail of luxury brand silverware and silver utensils in the People's Republic of China.

Assuming the Bonds are placed in full, the maximum aggregate principal amount of the Bonds will be HK\$50,000,000. The Company intends to apply the net proceeds (after deducting the placing commission and other related costs and expenses) for financing future investment activities if and when suitable opportunities arise and business development and working capital requirement of the Group.

The Directors consider that the Placing will enable the Company to strengthen the Group's financial position. In addition, the Placing will not have any dilution effect on the shareholding of the existing shareholders of the Company. In view of the above, the Board considers that the terms of the Placing Agreement and the Bonds are on normal commercial terms and are fair and reasonable, and the Placing and the issue of Bonds is in the best interest of the Company and its shareholders as a whole.

Shareholders and potential investors of the Company should note that under the Placing Agreement, the Placing is undertaken on a best effort basis and the Bonds may not be placed in full or at all.

DEFINITIONS

“Board”	the board of Directors
“Bond(s)”	the 6% coupon bond(s) due 2018 in an aggregate principal amount of HK\$50,000,000 in registered form to be issued by the Company in accordance the Placing Agreement
“Bondholder(s)”	the person(s) who is/are for the time being the holder(s) of the Bond(s)
“Business Day”	any day (excluding Saturday, Sunday and public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which banks generally are open for business in Hong Kong
“Closing Date”	the seventh Business Day after the signing of the Placing Agreement (or such other date as the Company and the Placing Agent may agree in writing)
“Company”	Powerwell Pacific Holdings Limited (stock code: 8265), a company incorporated in Bermuda with limited liability which shares are listed on GEM
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Date”	the date on which the Bonds are issued
“Placee(s)”	any person or entity whom the Placing Agent has procured to purchase any of the Bonds pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the private placing of the Bonds by the Placing Agent to selected Placees on the terms set out in the Placing Agreement
“Placing Agent”	SBI China Capital Financial Services Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

“Placing Agreement”	the placing agreement dated 13 March 2015 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	the period commencing upon the date of the Placing Agreement and terminating at the Closing Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
Powerwell Pacific Holdings Limited
Fei Jie
Chairman and Executive Director

Hong Kong, 13 March 2015

As at the date of this announcement, the executive Directors are Mr. Fei Jie and Mr. Fung Chi Kin and the independent non-executive Directors are Mr. Cheung Siu Wah, Mr. Jim Yiu Ming and Mr. Sit Sai Hung, Billy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.

This announcement will remain on the website of the GEM 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.