

FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name : **Powerwell Pacific Holdings Limited**
宏峰太平洋集團有限公司

Stock code (ordinary shares) : **8265**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 10 December 2015.....

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 26 January 2011

Name of Sponsor(s) : Not applicable

Names of directors : Executive Directors
Fei Jie
Fung Chi Kin

Independent Non-executive Directors
Sit Sai Hung, Billy
Jim Yiu Ming
Cheung Siu Wah

Name(s) of substantial shareholder(s) and their respective interests in the ordinary shares and other securities of the Company : (as such term is defined in rule 1.01 of the GEM Listing Rules)

| <u>Name</u> | <u>Capacity and nature interests</u> | <u>Number of shares held</u> | <u>Approximate percentage of shareholding</u> |
|--|--------------------------------------|------------------------------|---|
| King Full Inc Limited (“King Full”) (Note) | Beneficial owner | 156,390,000 | 50.99% |
| Fei Jie (“Mr. Fei”) (Note) | Interest in a controlled corporation | 156,390,000 | 50.99% |
| Wu Wen (“Ms. Wu”) (Note) | Interest of spouse | 156,390,000 | 50.99% |

Note:

King Full is an investment holding company incorporated under the laws of Hong Kong, which entire issued share capital is held by Mr. Fei, who is deemed to be interested in the 156,390,000 shares of the Company (“Shares”) held by King Full by virtue of the Securities and Futures Ordinance. Ms. Wu, the spouse of Mr. Fei, is deemed to be interested in these Shares.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Not applicable

Financial year end date: : 31 December

Registered address : Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

Head office and principal place of business : Units 610-611, Tower Two
Lippo Centre
89 Queensway
Hong Kong

Web-site address : www.hklistco.com/8265

Share registrar : Principal share registrar and transfer office
MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen’s Road East
Hong Kong

Auditors : HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F., Gloucester Tower
The Landmark, 11 Pedder Street
Central, Hong Kong

B. Business activities

The Group is principally engaged in the provision of sourcing and procurement solutions to customers for production of watches, costume jewelries, and display and packaging products, as well as the retail of luxury brand silverware and silver utensils in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue : 306,700,000 Ordinary Shares

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 4,000 Shares

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

D. Warrants

Stock code : Not applicable

Board lot size : Not applicable

Expiry date : Not applicable

Exercise price: : Not applicable

Conversion ratio : Not applicable
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding : Not applicable

No. of shares falling to be issued upon the exercise of outstanding warrants : Not applicable

E. Other securities

Details of any other securities in issue:

Share Options:

| | | |
|--------------------------------------|---|--|
| Date of grant | : | 27 May 2015 |
| Number of share options granted | : | 15,000,000 |
| Number of share options exercised | : | 7,500,000 |
| Number of share options outstanding | : | 7,500,000 |
| Exercise price | : | HK\$1.17 |
| Validity period of the share options | : | 27 May 2015 to 26 May 2018 (both days inclusive) |

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Fei Jie
Executive Director

Fung Chi Kin
Executive Director

Sit Sai Hung, Billy
Independent Non-executive Director

Jim Yiu Ming
Independent Non-executive Director

Cheung Siu Wah
Independent Non-executive Director