

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form Number
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON WEDNESDAY, 13 MAY 2015.
本申請表格具有價值，但不可轉讓，並僅供下文列名之合資格股東使用。2015年5月13日(星期三)下午四時正後不得提出申請。

IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF POWERWELL PACIFIC HOLDINGS LIMITED (THE "COMPANY"), YOU SHOULD AT ONCE HAND THIS FORM TO THE PURCHASER OR TO THE BANK OF THE TRANSFEREE, THE LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFEREE.
閣下如已出售 閣下所持宏峰太平洋集團有限公司(「本公司」)全部或部分股份，應立即將本表格轉交買主或承讓人之銀行或經手買賣或轉讓之持牌證券交易商或註冊證券機構或其他代理商，以便轉交買主或承讓人。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.
閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS OF THE COMPANY DATED 28 APRIL 2015 UNLESS THE CONTEXT OTHERWISE REQUIRES.
除文義另有所指外，本表格所用詞彙與本公司日期為2015年4月28日刊發之章程所界定者具有相同涵義。

A copy of each of the Prospectus Documents, and having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of these documents.
各份章程文件連同章程附錄三「送呈香港公司註冊處處長之文件」一段訂明之文件已根據公司(清盤及雜項條文)條例第 342C 條向香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, 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 Application Form.
香港交易所及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Deals in the Shares and the Offer Shares may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.
股份及發售股份之買賣可以透過中央結算系統進行交收。閣下應就該等交收安排之詳情及該等安排可能對閣下之權利及權益所構成之影響諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准於聯交所上市及買賣，以及遵守香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，可由發售股份開始在聯交所買賣之日或香港結算釐定之有關其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之交易必須於其後第二個結算日於中央結算系統內進行交收。於中央結算系統內進行之所有活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。



POWERWELL PACIFIC HOLDINGS LIMITED

宏峰太平洋集團有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立的有限公司)

(Stock code: 8265)
(股份代號: 8265)

OPEN OFFER OF 88,000,000 OFFER SHARES
ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO SHARES
HELD ON THE RECORD DATE AT HK\$0.70 PER OFFER SHARE
按於記錄日期每持有兩股股份獲發一股發售股份之基準
按每股發售股份0.70港元公開發售88,000,000股發售股份

PAYABLE IN FULL UPON APPLICATION BY NO LATER THAN 4:00 P.M.
ON WEDNESDAY, 13 May 2015
股款須於申請時(不遲於2015年5月13日(星期三)下午四時正)繳足

APPLICATION FORM
申請表格

Registered office:
註冊辦事處:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Headquarter and principal place of
business in Hong Kong:
總部及香港主要營業地點:
Units 610-611
Tower Two, Lippo Centre
89 Queensway
Hong Kong

香港
金鐘道89號
力寶中心二座
610-611室

28 April 2015
2015年4月28日

Branch share registrar and transfer office in Hong Kong:
香港股份過戶登記分處:

Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

Number of shares registered in your name on 27 April 2015
於2015年4月27日以閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full upon application by no later than 4:00 p.m. on Wednesday, 13 May 2015
申請時(不遲於2015年5月13日(星期三)下午四時正)繳足股款後閣下獲保證配發之發售股份數目

Box B
乙欄

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

Application can only be made by the Qualifying Shareholder(s) named above.
申請僅可由上文列名之合資格股東作出。

Please enter in Box D the number of Offer Shares subscribed for and the amount of remittance enclosed (calculated as the number of Offer Shares subscribed for multiplied by HK\$0.70)
請於丁欄填妥所認購之發售股份數目及隨附股款之金額(以認購之發售股份數目乘以0.70港元計算)

Box D
丁欄

You are entitled to subscribe for such number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus and this Application Form, such allotment is made to the Shareholders who (a) were registered on the register of members of the Company and (b) were not the Excluded Shareholders at the close of business on Monday, 27 April 2015 on the basis of an assured allotment of one Offer Share for every two Shares held on Monday, 27 April 2015.
閣下有權透過填寫本申請表格認購相等於或少於上文乙欄所屬閣下獲保證配發之有關發售股份數目。在章程及本申請表格所述者規限下，有關配額乃向於2015年4月27日(星期一)營業時間結束時(a)登記於本公司股東名冊及(b)並非除外股東之股東作出，基準為按於2015年4月27日(星期一)每持有兩股股份獲保證配發一股發售股份。

If you wish to subscribe for any Offer Shares, you should complete and sign this Application Form, and lodge this Application Form together with a remittance for the full amount payable in respect of the Offer Shares subscribed for (or shown in Box C) with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Wednesday, 13 May 2015. All remittances must be in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Powerwell Pacific Holdings Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No receipt will be given for such remittances.
倘閣下欲認購任何發售股份，請填妥及簽署本申請表格，並將本申請表格連同申請認購發售股份(或丙欄所示)涉及之全數應繳款項之足額股款，不遲於2015年5月13日(星期三)下午四時正交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票必須以香港持牌銀行之賬戶開出，而銀行本票須由香港持牌銀行發出，並以「Powerwell Pacific Holdings Limited - Open Offer Account」為抬頭人，並劃線註明「只准入抬頭人賬戶」，以及須符合寄真所載手續。該等股款不會獲發收據。

Additional information including conditions and procedures for application of the Offer Shares is enclosed.
隨附額外資料載有發售股份之條件及申請手續。



POWERWELL PACIFIC HOLDINGS LIMITED

宏峰太平洋集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 8265)

CONDITIONS

1. No Excluded Shareholder is permitted to subscribe for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Investor Services Limited or some person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/it/them to be registered as the holder(s) of the Offer Shares which he/she/it/they has/have applied for subject to the memorandum of association and the bye-laws of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Completion and return of this Application Form with a cheque and/or cashier's order will constitute a warranty by the applicant(s) that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other entitlements of the Company in respect thereof, the Company reserves the right to reject any Application Form in respect of which the accompanying cheque and/or cashier's order is dishonoured on first presentation or, at the option of the Company, subsequent presentation. In such event, the relevant assured allotments of the Offer Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the procedures for application set out herein.
8. Completion and return of this Application Form will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong in connection with this Application Form and any acceptance of them have been, or will be, duly complied with. If you are in doubt as to your position, you should consult your professional advisers. For the avoidance of doubt, neither Hong Kong Securities Clearing Limited nor HKSCC Nominees Limited will give, or be subject to, any of the above representation or warranty.
9. The Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to the Company at any time prior to 4:00 p.m. on Monday, 18 May 2015 to terminate its obligations thereunder on the occurrence of certain events including force majeure. These events are set out below in the section headed "Termination of the Underwriting Agreement" and the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Letter from the Board" of the Prospectus. If the Underwriter terminates the Underwriting Agreement in accordance with the terms thereof, the Open Offer will not proceed. In addition, the Open Offer is conditional upon the fulfillment of the conditions set out in the paragraph headed "Conditions of the Open Offer" under the section headed "Letter from the Board" of the Prospectus.

PROCEDURES FOR APPLICATION

You may subscribe for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To subscribe for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to subscribe for and the total amount payable (calculated as the number of Offer Shares subscribed for multiplied by HK\$0.70). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted or entitled in Box B, the applicant(s) will be deemed to have applied for such lesser number of the Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of the Application Form, your application is liable to be rejected.

If you wish to subscribe for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, **no later than 4:00 p.m. on Wednesday, 13 May 2015**. All remittance(s) must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong, and made payable to **"Powerwell Pacific Holdings Limited – Open Offer Account"** for your assured allotment of Offer Shares and crossed **"Account Payee Only"**. Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by **4:00 p.m. on Wednesday, 13 May 2015**, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

A Share certificate is expected to be posted by ordinary post to you on or before Wednesday, 20 May 2015 at your own risk. You will receive one share certificate for all the entitlements to Offer Shares validly subscribed for and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if, prior to the Latest Time for Termination:

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (b) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof, of a political, military, financial, economic, currency, market or other nature (whether or not of the same kind or nature with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (c) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
 - (d) any act of god, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
 - (e) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - (f) the commencement by any third party of any litigation or claim against any member of the Group which is or might be material to the Group taken as a whole; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which in the absolute opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer.

The Underwriter shall be entitled by notice in writing to the Company to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (1) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any Specified Event comes to the knowledge of the Underwriter.

Upon the giving of notice of termination, all obligations of the Underwriter and the Company under the Underwriting Agreement shall cease (without prejudice to the rights of any party in respect of antecedent breaches) provided that the Company shall remain liable to pay to the Underwriter the fees and expenses (other than the underwriting commission) payable by the Company pursuant to the Underwriting Agreement. If the Underwriter exercises such right, the Open Offer will not proceed.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 21 April 2015, and that dealing in the Shares will take place even though the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares on an ex-entitlement basis until the Open Offer becomes unconditional and the force majeure under the Underwriting Agreement expires (which is expected to be at 4:00 p.m. on Monday, 18 May 2015) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder(s) or other person(s) contemplating dealing in the Shares during such period who is in any doubt about his/her/its/their position is advised to consult his/her/its/their professional adviser.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or cashier's orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Any application in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares in their fully-paid form.

CERTIFICATES FOR THE OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, certificates for all fully-paid Offer Shares are expected to be posted on or before Wednesday, 20 May 2015 by ordinary post to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for the Offer Shares at their own risk.

GENERAL

Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.


POWERWELL PACIFIC HOLDINGS LIMITED
宏峰太平洋集團有限公司
(於百慕達註冊成立的有限公司)
(股份代號：8265)

條件

1. 除外股東不得認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部分接納之任何發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳證券登記有限公司或彼等就此提名之其他人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必需或合宜之一切其他事宜，以根據章程所述安排，將申請人所申請認購之數目或任何較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動，以讓申請人登記成為所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
5. 股款將於本公司收訖後過戶，而自此賺取之所有利息(如有)將撥歸本公司所有。填妥及交回本申請表格連同支票及／或銀行本票，即構成申請人保證支票或銀行本票將於首次過戶時兌現。在不影響本公司其他有關權利之情況下，本公司保留權利拒絕接納隨附之支票及／或銀行本票於首次過戶或(按本公司選擇)其後過戶時未能兌現之任何申請表格。在此情況下，有關獲保證配發之發售股份及其項下之所有權利及配額之申請將視作不獲接納並予以註銷。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留酌情權接受或拒絕任何不符合本表格所載申請手續之發售股份認購申請。
8. 填妥及交回本申請表格即表示向本公司作出保證及聲明，表示已經或將會就本申請表格及其任何接納全面遵守香港以外所有有關司法權區之一切登記、法律及監管規定。倘閣下對本身狀況存有疑問，應諮詢閣下之專業顧問。為免生疑問，香港中央結算有限公司或香港中央結算(代理人)有限公司將概不作出上述聲明及保證或受任何規限。
9. 包銷協議載有條文，賦予包銷商權力，於2015年5月18日(星期一)下午四時正前，透過向本公司發出書面通知，以於發生若干事件(包括不可抗力事件)時終止其於包銷協議項下之責任。該等事件載於下文「終止包銷協議」一節及章程內「董事會函件」一節中「終止包銷協議」一段。倘包銷商根據包銷協議條款終止包銷協議，則公開發售將不會進行。此外，公開發售須待章程「董事會函件」一節「公開發售之條件」一段所載條件達成後，方可作實。

申請手續

閣下可透過填寫本申請表格認購相等於或少於乙欄所列閣下獲保證配發之有關數目發售股份。

欲認購少於閣下獲保證配發之有關數目發售股份，請在本申請表格丁欄內填上閣下欲認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.70港元計算)。倘所收到之相應股款少於乙欄所填或有權享有之發售股份數目所需之股款，則申請人將被視作申請認購已收全數款項所代表之有關較少數目發售股份。倘閣下申請超過申請表格乙欄所載閣下獲保證配發之發售股份數目，則閣下之申請將不獲受理。

倘閣下欲認購本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表之有關數目發售股份。

填妥本申請表格並將適當之股款相應地墊釘其上後，請將表格對摺一次並須不遲於**2015年5月13日(星期三)下午四時正**交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票須以香港持牌銀行賬戶開出，而本票則須由香港持牌銀行發出，並以「Powerwell Pacific Holdings Limited – Open Offer Account」為抬頭人認購。閣下獲保證配發之發售股份，並劃線註明「只准入抬頭人賬戶」。除非本申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於**2015年5月13日(星期三)下午四時正**已經收到，否則閣下申請認購發售股份之權利以及一切有關權利將視作已遭放棄及將被註銷。

預計股票將於2015年5月20日(星期三)或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將就全部有效認購並發行予閣下之發售股份獲發一張股票。

終止包銷協議

倘於最後終止時限前出現下述情況，包銷商可於最後終止時限前隨時向本公司發出書面通知而終止包銷協議：

- (1) 包銷商全權認為公開發售之成功將受到以下各項的重大不利影響：
 - (a) 引入任何新法規或任何現行法例或法規(或其司法詮釋)之變動，或發生其他屬任何性質之事件，而包銷商可能全權認為對本集團之整體業務或財務或經營狀況或前景造成重大不利影響；或
 - (b) 發生屬政治、軍事、金融、經濟、貨幣、市場或其他性質(不論是否與前述任何事項屬同類或相同性質)之任何當地、國家或國際事件或變動(不論是否構成本公佈日期前及／或之後發生或持續之一連串事件或變動之部分)，或性質為任何當地、國家或國際騷動或敵對行為或武裝衝突之升級，或影響當地證券市場，而包銷商可能全權認為對本集團之整體業務或財務或經營狀況或前景造成重大不利影響；或
 - (c) 本集團之整體業務或財務或經營狀況或前景有任何重大不利變動；或
 - (d) 發生任何天災、戰爭、暴動、治安不靖、騷亂、火災、水災、爆炸、疫症、恐怖襲擊、罷工或閉廠，而包銷商將會全權認為對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
 - (e) 由於出現特殊之金融狀況或其他原因而禁止、暫停或嚴格限制股份全面在聯交所之任何買賣；或
 - (f) 任何第三方針對本集團之任何成員公司提出任何就本集團整體而言屬或可能屬重大之訴訟或索償；或
- (2) 情況出現任何重大不利變動(包括但不限於香港、中國或與本集團或本集團任何成員公司有關之其他司法權區之金融或貨幣政策或外匯或貨幣市場出現變動、證券暫停或限制買賣、實施經濟制裁，以及貨幣狀況出現變動(就本條而言包括香港貨幣價值與美利堅合眾國貨幣價值掛鈎之制度出現變動))，而包銷商全權認為繼續進行公開發售屬不宜或不智；或
- (3) 章程於刊發時載有並未由本公司於章程日期前公佈或刊發之資料(不論有關本集團之業務前景或狀況或有關其遵守任何法例或創業板上市規則或任何適用法規)，而包銷商全權認為就本集團整體而言屬重大，並可能對公開發售之成功造成重大不利影響，或可能導致審慎之投資者不申請其於公開發售項下之發售股份保證配額。

倘於最後終止時限前出現下述情況，包銷商將有權透過向本公司發出書面通知，撤回包銷協議：

- (1) 包銷商得悉嚴重違反包銷協議所載之本公司之任何保證或承諾；或
- (2) 包銷商知悉任何特定事件。

於發出終止通知後，在不損害任何一方就先前違反所享有之權利之情況下，包銷商及本公司於包銷協議項下之全部責任即告停止，惟本公司仍須向包銷商支付其根據包銷協議應付之費用及開支(包銷佣金除外)。倘包銷商行使有關權利，公開發售將不會進行。

務請股東注意，股份已自2015年4月21日(星期二)開始以除權方式買賣，即使公開發售之條件尚未達成，股份亦將繼續買賣。任何股東或其他人士如在公開發售成為無條件及包銷協議所述之不可抗力事件失效(預期時間為2015年5月18日(星期一)下午四時正)前以除權方式買賣股份，將因而須承擔公開發售未必成為無條件及不一定進行之風險。凡擬於上述期間買賣股份之股東或其他人士如對本身情況有任何疑問，應諮詢其專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後兌現，而就有關款項賺取之一切利息(如有)將予保留並撥歸本公司所有。支票或銀行本票於首次過戶時不獲兌現的申請將遭拒絕受理，而在此情況下，保證配額及其項下所有權利將被視為予以放棄並將予註銷。

發售股份地位

發售股份於配發及繳足股款時將在各方面與當日已發行股份享有同等地位。繳足股款發售股份之持有人將有權收取於繳足股款發售股份配發日期後所宣派、作出或派付之一切未來股息及分派。

發售股份股票

待公開發售條件達成後，預期所有繳足股款發售股份之股票將於2015年5月20日(星期三)或之前以平郵方式寄交該等已接納並(如適用)申請認購發售股份且已繳付股款之合資格股東，郵誤風險概由彼等自行承擔。

一般事項

由獲發申請表格的人士簽署之申請表格一經遞交，即屬遞交申請表格人士之所有權最終憑證，有權處理申請表格及接收發售股份之有關股票。

本申請表格及據此就發售股份提出之任何申請應受香港法例規管並按其詮釋。



POWERWELL PACIFIC HOLDINGS LIMITED

宏峰太平洋集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock code: 8265)

(股份代號: 8265)

To: Powerwell Pacific Holdings Limited
致: 宏峰太平洋集團有限公司

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full upon application for the number of Offer Shares entitled at an issue price of HK\$0.70 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby accept that number of Offer Shares on the terms and conditions of the Prospectus dated 28 April 2015 and subject to the memorandum of association and bye-laws of the Company and I/we hereby undertake and agree to subscribe for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

By signing this form, I/we declare that I/we am/are not Excluded Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄(或倘已填妥丁欄，則丁欄)所列配額之發售股份數目，並附上按每股發售股份0.70港元之發行價計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為2015年4月28日之章程所載之條款及條件，並在貴公司之組織章程大綱及公司細則限制下接納有關數目之發售股份，而本人/吾等謹此承諾並同意認購相等於或少於涉及本申請之有關數目發售股份。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊，作為有關數目或前述數目較少之發售股份之持有人，並請貴公司將有關股票按背頁所列地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意受此約束。

透過簽署本表格，本人/吾等聲明本人/吾等並非除外股東，而本人/吾等申請發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。

Please insert contact telephone number
請填上聯絡電話號碼

Empty box for contact telephone number

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2015

日期: 2015年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Table with 4 columns: Number of Offer Shares applied for, Total amount of remittance, Name of bank on which cheque/cashier's order is drawn, Cheque/cashier's order number.

** Cheque or cashier's order should be crossed "Account Payee Only" and made payable to "Powerwell Pacific Holdings Limited - Open Offer Account" (see the paragraph headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」，並以「Powerwell Pacific Holdings Limited - Open Offer Account」為抬頭人(請參閱本表格背頁「申請手續」一段)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之數目之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於申請認購上欄所填數目之發售股份所需之股款，則閣下將被視作申請認購已收款項所代表之有關較少發售股份數目。申請將被視作申請認購完整之發售股份數目而作出。本公司不會就股款發出收據。