

**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 4 May 2016

**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  
Shen Ruolei

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 of interests</u>	<u>Number of shares held</u>	<u>Approximate percentage of shareholding</u>
King Full Inc Limited ("King Full") ( <i>Note</i> )	Beneficial owner	781,950,000	50.99%
Fei Jie ("Mr. Fei") ( <i>Note</i> )	Interest in a controlled corporation	781,950,000	50.99%
Wu Wen ("Ms. Wu") ( <i>Note</i> )	Interest of spouse	781,950,000	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 781,950,000 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](http://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 : 1,533,500,000 Ordinary Shares

Par value of ordinary shares in issue : HK\$0.02

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 ( <i>Not applicable if the warrant is denominated in dollar value of conversion right</i> )	:	Not applicable
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 (before the share subdivision become effective on 4 May 2016)
Number of share options exercised	:	7,500,000 (before the share subdivision become effective on 4 May 2016)
Number of share options outstanding	:	37,500,000 (adjusted number of share falling to be issued immediately after the share subdivision become effective on 4 May 2016)
Exercise price	:	HK\$0.234 (adjusted exercise price immediately after the share subdivision become effective on 4 May 2016)
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:

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Fei Jie  
Executive Director

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Fung Chi Kin  
Executive Director

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Sit Sai Hung, Billy  
Independent Non-executive Director

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Jim Yiu Ming  
Independent Non-executive Director

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Cheung Siu Wah  
Independent Non-executive Director

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Shen Ruolei  
Independent Non-executive Director