

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 1 June 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)

Name	Capacity and nature of interests	Number of shares held	Approximate percentage of shareholding
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
Share registrar	:	<i>Principal share registrar and transfer office</i> MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke HM 08 Bermuda <i>Hong Kong branch share registrar and transfer office</i> 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 : 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 (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)

Convertible Bonds:

On 1 June 2016, the Company issued convertible bonds with principal amount of HK\$110,000,000 as the consideration payable of the sale assets under the sale and purchase agreement dated 5 November 2015 entered into by the 湖州信成電動汽車有限公司 (transliterated into “Huzhou Xincheng Electric Vehicle Co. Ltd.”, an indirect wholly owned subsidiary of the Company and as “Purchaser”) and 湖州百成電池有限公司 (transliterated into “Huzhou Brighsun Battery Co. Ltd”) and 湖州百成客車有限公司 (transliterated into “Huzhou Brighsun Automobile Co. Ltd”) (collectively, “Vendors”) and 黃科竣 (Huang Kejun) and 章根江 (Zhang Genjiang) (collectively, “Guarantors”). The holders of the convertible bonds have the right to convert the outstanding principal amount of the convertible bonds on the expiry of 6 months from the date of issue of the convertible bonds up to the maturity date of 1 June 2018. As at the date of this Company Information Sheet, the outstanding convertible bonds amounted to HK\$110,000,000 which may be converted into 1,000,000,000 Shares at the conversion price of HK\$0.11.

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

Shen Ruolei

Independent Non-executive Director