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POWERWELL PACIFIC HOLDINGS LIMITED

宏峰太平洋集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 8265)

CHANGE OF COMPLIANCE ADVISER

The board of directors (the “**Board**”) of Powerwell Pacific Holdings Limited (the “**Company**”) announces that the Company and CIMB Securities Limited (formerly known as “CIMB Securities (HK) Limited”) (“**CIMB**”) have mutually agreed to terminate the compliance adviser’s agreement dated 3 December 2010 with effect from 5 June 2013 for commercial reasons. Save as disclosed in this announcement, the Board and CIMB confirm that, as at the date of this announcement, there are no other material matters relating to the change of compliance adviser that need to be drawn to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board of the Company also announces that Messis Capital Limited (“**Messis Capital**”) has been appointed as the new compliance adviser to the Company as required pursuant to Rule 6A.27 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) with effect from 5 June 2013 until the date, pursuant to Rule 6A.19 of the GEM Listing Rules, on which the Company complies with Rules 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after its initial listing (being the year ending 31 December 2013), or until the compliance adviser agreement entered into between the Company and Messis Capital is terminated in accordance with its terms, whichever is earlier.

Messis Capital is a licensed corporation under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) to carry to type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities.

By order of the Board
Powerwell Pacific Holdings Limited
Liu Tin Chak, Arnold
Chairman and Executive Director

Hong Kong, 5 June 2013

As at the date of this announcement, the executive Directors are Liu Tin Chak, Arnold, Lam Chi Wai, Peter, Wong Yu Man, Elias and Yang Yijun and the independent non-executive Directors are Cheung Chi Man, Dennis, Lui Tai Lok and Yip Kwok Kwan.

*This announcement, for which the directors of the Company (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 Growth Enterprise Market of the Stock Exchange 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.