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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)

### **PROFIT WARNING INSIDE INFORMATION**

Reference is made to the announcement of the Company pursuant to Rule 3.7 of the Takeovers Code dated 20 June 2013.

The profit warning constitutes a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by both the Company's financial advisers and its accountants or auditors in accordance with Rule 10.4 of the Takeovers Code.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rule and Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited management accounts of the Group for the six months ended 30 June 2013, except for the gain on the Disposal as set out in the circular of the Company dated 30 January 2013, the Group is expected to record a slight loss in its core operating business in the unaudited interim results for the six months ended 30 June 2013 due to the reasons stated below in this announcement.

**The profit warning does not meet the standard required by Rule 10 of the Takeovers Code and shareholders of the Company and potential investors are advised to exercise caution in placing reliance on the profit warning when dealing in the shares of the Company and assessing the merits and demerits of the transactions (if any).**

Reference is made to the announcement of the Company pursuant to Rule 3.7 of the Takeovers Code dated 20 June 2013.

The profit warning constitutes a profit forecast under Rule 10 of the Code on Takeovers and Mergers (the "Takeovers Code") and would need to be reported on by both the Company's financial advisers and its accountants or auditors in accordance with Rule 10.4 of the Takeovers Code.

This announcement is made by Powerwell Pacific Holdings Limited (the “**Company**”, together with its subsidiaries are collectively referred to herein as the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited management accounts of the Group for the six months ended 30 June 2013, except for the gain on the Disposal as set out in the circular of the Company dated 30 January 2013, the Group is expected to record a slight loss in its core operating business in the unaudited interim results of the Group for the six months ended 30 June 2013 (the “**Interim Results**”) due to the decrease in sales of the Group as a result of our major customers having postponed the delivery of products from June of the year 2013 to the second half of the year 2013.

The Company has yet to finalize the Interim Results as at the date of this announcement. The information contained in this announcement is a preliminary assessment made by the management of the Company based on the internal unaudited management accounts of the Group, which have not been reviewed by the Company’s auditor and the audit committee of the Company. Given the time constraints when issuing this announcement in relation to the profit warning, the Company would like to draw the attention of the shareholders of the Company and potential investors that the profit warning does not meet the standard required by Rule 10 of the Takeovers Code but the reporting on process will be commenced as soon as possible and the relevant reports will be contained in the next document to be sent to shareholders of the Company, if any.

Shareholders of the Company and potential investors should read carefully the interim results announcement of the Company for the six months ended 30 June 2013, which is expected to be published in around mid August 2013.

**The profit warning does not meet the standard required by Rule 10 of the Takeovers Code and shareholders of the Company and potential investors are advised to exercise caution in placing reliance on the profit warning when dealing in the shares of the Company and assessing the merits and demerits of the transactions (if any).**

All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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

Hong Kong, 2 July 2013

*This announcement, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.*

*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 will remain on the “Latest Company Announcements” page of the GEM website 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](http://www.hklistco.com/8265).*