

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 5 June 2017.....

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
Ng Chin Ming Stephen
Zhang Genjiang

Independent Non-executive Directors
Sit Sai Hung, Billy
Jim Yiu Ming
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 interests</u>	<u>Number of shares held</u>	<u>Approximate percentage of shareholding</u>
King Full Inc Limited (“ King Full”) (Note1)	Beneficial owner	781,950,000	36.35%
Fei Jie (“ Mr. Fei”) (Note 1)	Interest in a controlled corporation	781,950,000	36.35%
Wu Wen (“ Ms. Wu”) (Note 1)	Interest of spouse	781,950,000	36.35%

Top Bliss Holdings Limited (“ Top Bliss”) (Note 2)	Beneficial owner	517,709,327	24.07%
Zhang Genjiang (“ Mr. Zhang”) (Note 2)	Interest in a controlled corporation	517,709,327	24.07%

Note 1:

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.

Note 2:

Top Bliss is a company incorporated in the British Virgin Islands which is wholly and beneficially owned by Mr. Zhang.

Name(s) of company(ies) listed : Not applicable
on GEM or the Main Board of
the Stock Exchange within the
same group as the Company

Financial year end date: : 31 December

Registered address : Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

Head office and principal place : Units 610-611, Tower Two
of business Lippo Centre
89 Queensway
Hong Kong

Web-site address : 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
Tricolor 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 for production of watches, costume jewelries, display and packaging products; retail of silverware; R&D, manufacture and sale of rechargeable batteries, electric vehicles and related products.

C. Ordinary shares

Number of ordinary shares in issue : 2,151,209,327 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, convertible bonds with principal amount of HK\$56,948,026 has been converted into 517,709,327 shares at the conversion price of HK\$0.11, As at the date of this Company Information Sheet, the outstanding convertible bonds amounted to HK\$ 53,051,974 which may be converted into 486,715,358 shares at the conversion price of HK\$0.109 with effect from 25 May 2017.

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

Zhang Genjiang
Executive Director

Ng Chin Ming Stephen
Executive Director

Jim Yiu Ming
Independent Non-executive
Director

Sit Sai Hung, Billy
Independent Non-executive
Director

Shen Ruolei
Independent Non-executive
Director