

POWERWELL PACIFIC HOLDINGS LIMITED (THE “COMPANY”)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
OF THE COMPANY**

The terms of reference of the Nomination Committee of the Company are based on the terms of reference contained in the Corporate Governance Code set out in Appendix 15 of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited in effect from time to time, which shall be as follows with effect from 1 April, 2012:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company’s corporate strategy;
- (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors; and
- (d) make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

Dated 14 March, 2012.