

LHN Logistics Limited
(the “Company” and together with its subsidiaries, the “Group”)
(Company Registration No. 202129609C)
10 Raeburn Park #02-15B Singapore 088702

NOMINATING COMMITTEE
TERMS OF REFERENCE

- (a) making recommendations to our Board of Directors on relevant matters relating to (i) the review of board succession plans for directors, in particular, the appointment and/or replacement of our Executive Chairman and key management personnel and executive officers (including the CEO, if applicable); (ii) the process and criteria for evaluation of the performance of our Board, our Board committees and our Directors; (iii) the review of training and professional development programs for our Board and our Directors; and (iv) the appointment and re-appointment of our Directors (including alternate Directors, if applicable, and re-nominations of existing Directors for re-election in accordance with our Constitution, taking into account each individual Director’s contribution and performance), including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates;
- (b) ensuring that our Directors submit themselves for re-nomination and re-election at least once every three years;
- (c) reviewing and determining annually, and as and when circumstances require, if a Director is independent, in accordance with the Code of Corporate Governance 2018 and any other salient factors;
- (d) undertaking a formal annual assessment of our Board’s effectiveness as a whole and that of each of our Board committees and individual directors and recommending for our Board’s approval the objective performance criteria and process for the evaluation of the effectiveness of our Board as a whole, and of each of our Board committees separately, as well as the contribution of each individual Director to our Board;
- (e) reviewing the composition of our Board of Directors annually to ensure that our Board of Directors and our Board committees are of an appropriate size, comprise Directors who as a group provide an appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate, and are of an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of our Company and provide core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge;
- (f) setting the objectives for achieving board diversity and reviewing our Company’s progress towards achieving these objectives;
- (g) ensuring that our Directors disclose their relationships with our Company, related corporations, Substantial Shareholders or officers, if any, which may affect their independence and review such disclosures from our Directors and highlight these to our Board as required;
- (h) ensuring that new Directors are aware of their duties and obligations, as well as reviewing and deciding whether a Director is able to and has been adequately carrying out his or her duties as a Director;
- (i) reviewing other directorships held by each Director and deciding if that Director is able to and has been adequately carrying out his or her duties as a Director, taking into account that Director’s number of directorships and other principal commitments and establishing guidelines on what a reasonable and maximum number of such directorships and principal commitments for each Director (or type of Director) should be. Where any Director holds a significant number of listed company directorships and principal commitments which involve significant time commitment,

providing a reasoned assessment of the ability of that Director to diligently discharge his/her duties, taking into consideration that Director's number of listed company board representation and other principal commitments;

- (j) having oversight of and regularly reviewing the performance of our Executive Officer;
- (k) reviewing and approving the new employment of employees of our Group who are relatives of any of our Directors, the CEO (if applicable) or Substantial Shareholders and their proposed terms of their employment.

In addition, our Nominating Committee will make recommendations to our Board of Directors on the objective performance criteria and process for the evaluation of the effectiveness of our Board as a whole, and of each Board committee separately, as well as the contribution by our Executive Chairman and each individual Director to our Board. In this regard, our Nominating Committee will decide how our Board of Directors' performance is to be evaluated and propose objective performance criteria which address how our Board of Directors has enhanced long-term shareholder value. Our Nominating Committee will also implement a process for assessing the effectiveness of our Board of Directors as a whole and our Board committees and for assessing the contribution of our Executive Chairman and each individual Director to the effectiveness of our Board of Directors. Our Executive Chairman will act on the results of the performance evaluation of our Board of Directors, and in consultation with our Nominating Committee, propose, where appropriate, new members to be appointed to our Board of Directors or seek the resignation of Directors. Each member of our Nominating Committee is required to abstain from voting, approving or making a recommendation on any resolutions of our Nominating Committee in which he has a conflict of interest in the subject matter under consideration.