

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

REMUNERATION COMMITTEE
TERMS OF REFERENCE

- (a) reviewing and recommending to our Board of Directors, in consultation with the Executive Chairman of our Board of Directors, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of our Directors and other persons having authority and responsibility for planning, directing and controlling the activities of our Company (“**Key Management Personnel**”);
- (b) ensuring the remuneration policies and systems of our Group, as approved by our Board, support our Group’s objectives and strategies, and are consistently being administered and being adhered to within our Group;
- (c) reviewing and recommending to our Board of Directors, for endorsement, the specific remuneration packages for each of our Directors and Key Management Personnel;
- (d) considering all aspects of remuneration (including but not limited to directors’ fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind and termination payments), including termination terms, to ensure they are fair;
- (e) ensuring that the level and structure of remuneration of our Board of Directors and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of our Company, taking into account our strategic objectives;
- (f) ensuring that a significant and appropriate proportion of our Executive Directors’ and Key Management Personnel’s remuneration is structured so as to link rewards to corporate and individual performance, and that performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of our Company;
- (g) reviewing the terms of performance-related remuneration scheme or incentive schemes (if any) and determining the eligibility criteria of the employees who can participate in such scheme;
- (h) ensuring that the remuneration of our Non-Executive Directors is appropriate to their level of contribution, taking into account factors such as effort, time spent and responsibilities;
- (i) reviewing our remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation and the statements in our annual report with a view to achieving clear disclosure of the same;
- (j) reviewing and approving the design of all share option plans, employee share option schemes and/or other equity-based plans and benefits-in-kind;
- (k) in the case of service contracts and employment contracts, reviewing our Company’s obligations arising in the event of termination of our Executive Directors’ or Key Management Personnel’s contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous, with a view to being fair and avoiding the reward of poor performance;
- (l) approving performance targets for assessing the performance of each of our Key Management Personnel and recommend such targets as well as employee specific remuneration packages for

- (m) each of such Key Management Personnel, for endorsement by our Board; and conducting an annual review of and approving the remuneration of employees of our Group who are relatives of any of our Directors, the CEO (if applicable) or Substantial Shareholders (including bonuses, increments and/or promotions) and to ensure that their remuneration packages are in line with our staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities.

Our Remuneration Committee also periodically considers and reviews remuneration packages in order to maintain their attractiveness, to retain and motivate our Directors to provide good stewardship of our Company and key executives to successfully manage our Company, and to align the level and structure of remuneration with the long-term interests and risk policies of our Company. If a member of our Remuneration Committee has an interest in a matter being reviewed or considered by our Remuneration Committee, he will abstain from voting on the matter.