

CENTURY LOGISTICS HOLDINGS BERHAD

(Company No. 424341-A)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Revised and adopted on 3 May 2016)

1. Objectives

To assist the Board of Directors in their responsibility in nominating new nominees to the Board of Directors. The Nomination Committee shall also assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.

2. Membership

The members of the Nomination Committee are:-

	<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
(a)	Soong Chee Keong	Chairman	Independent Non-Executive Director
(b)	Shamsudin @ Samad bin Kassim	Member	Senior Independent Non-Executive Director
(c)	Dato' Sri Yong Seng Yeow	Member	Independent Non-Executive Director

3. Composition of members

The Board of Directors shall elect the members of the Nomination Committee members from amongst themselves, composed exclusively of Non-Executive Directors, a majority of whom are independent. The term of office of the Nomination Committee shall be for a period of two (2) years and may be re-nominated and appointed by the Board of Directors from time to time.

4. Chairman

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members and shall be an Independent Director. The Chairman of the Committee shall be approved by the Board of Directors.

5. Secretary

The Secretary of the Nomination Committee shall be the Company Secretary of the Company and as a reporting procedure, the Minutes shall be circulated to all members of the Board.

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-2-

(Terms of Reference of the Nomination Committee – cont'd)

6. Meetings

The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing.

7. Quorum

A quorum shall consist of two (2) members, one of whom shall be the Chairman of the Committee.

8. Circular Resolutions

A resolution in writing signed by a majority of the Nomination Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination Committee members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written to include a signature of a Nomination Committee member.

9. Reporting

The Nomination Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Nomination Committee shall report to the Board of Directors on any specific matters referred to it by the Board.

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-3-

(Terms of Reference of the Nomination Committee – cont'd)

10. Authority

The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company:-

- (a) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have.
- (b) assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.
- (c) be entitled to the services of the Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory requirements.

11. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee are as follows:-

- To assess and recommend to the Board of Directors, candidates for all directorships.
- To assess the independence of Independent Directors annually.
- To consider, in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicability, by any other Senior Executive or any Director or major Shareholder.
- To recommend to the Board of Directors the nominees to fill the seats on Board Committees.
- To review Board and Senior Management succession plans.
- To review training programmes for the Board and facilitate board induction and training programmes.

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-4-

(Terms of Reference of the Nomination Committee – cont'd)

- To assess the effectiveness of the Board of Directors, the Committees of the Board as a whole and each individual Director of the Board.
- To annually review the term of office and performance of the Audit Committee and each of its members to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the members of the Nomination Committee consider appropriate.
- To consider any other matters as defined by the Board.

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