



**CJ CENTURY LOGISTICS HOLDINGS BERHAD**

(Company No. 424341-A)

(Incorporated in Malaysia)

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**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**  
**(Revised and adopted on 24 May 2019)**

**1. Objectives**

The principal objective of the Nomination Committee is to assist the Board of Directors in their responsibilities in appointing new nominees to the Board of Directors and Board Committees to ensure that their composition meet the needs of the Company. The Nomination Committee shall also assess the performance of the Board, Board Committees and the individual Directors of the Company on an on-going basis.

**2. Composition of members**

The Board of Directors shall elect the Nomination Committee members from amongst themselves, comprising exclusively of Non-Executive Directors, a majority of whom are independent.

**3. Chairman**

The Chairman of the Nomination Committee shall be an Independent Director or the Senior Independent Director elected from amongst the Nomination Committee members. The Chairman of the Nomination Committee shall be approved by the Board of Directors. The Chairman of the Nomination Committee shall chair all the Nomination Committee meetings but in the absence of the Chairman, the members of the Nomination Committee can elect from amongst themselves the Chairman of the meeting.

**4. Secretary(ies)**

The Secretary(ies) of the Nomination Committee shall be the Company Secretary(ies) of the Company.

**5. 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 or any member of the Nomination Committee may call for additional meetings at any time at the Chairman's discretion.

Notice of Nomination Committee meetings shall be given to all the Nomination Committee members unless the Nomination Committee waives such requirement.

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Questions arising at any meeting of the Nomination Committee shall be decided on a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.

**6. Minutes**

Minutes of each Nomination Committee Meeting shall be kept at the registered office and distributed to each member of the Nomination Committee and also to the other members of the Board. The Nomination Committee Chairman shall report on the proceedings of each Meeting to the Board.

The Minutes of the Nomination Committee Meeting shall be signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be evidence of the proceedings of the Meeting duly held.

**7. Quorum**

A quorum shall consist of two (2) members.

**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 message 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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**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) select and recommend new members of the Board and its committees to the Board;
- (b) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have;
- (c) 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; and
- (d) be entitled to the services of the Company Secretary(ies) 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 be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee is to consider the candidates'–
  - character, competence, knowledge and experience;
  - professionalism;
  - integrity and credibility;
  - time commitment, particularly his number of other directorships; and
  - in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.

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- 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 recommend the re-election of Directors who are due to retire in accordance with the Company's Constitution.
- To review Board and Senior Management succession plans.
- To review training programmes for the Board annually and facilitate board induction and training programmes for new members of the Board.
- To assess the effectiveness of the Board of Directors, the Committees of the Board as a whole and each individual Director of the Board. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions would be properly documented.
- 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 establish the performance criteria to evaluate the performance of each member of the Board of Directors, Board Committees and Board of Directors.
- To formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and senior management.
- To assist the Board in reviewing on an annual basis the required mix of skills and experience and other qualities, including core competencies of non-executive directors.

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- 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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