



北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. CONSTITUTION

- 1.1 The Nomination Committee (the “**Committee**”) was formed pursuant to the resolution passed by the board of directors (the “**Board**”) of Beijing Energy International Holding Co., Ltd. (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) on 23 March 2012.
- 1.2 Adopted on 23 March 2012 (and amended on 30 August 2013 and 28 December 2022) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Corporate Governance Code effective from time to time.

2. MEMBERSHIP

- 2.1 The Committee shall comprise at least a minimum of three members with a majority of independent non-executive directors.
- 2.2 The chairman of the Committee (the “**Chairman**”) shall be the chairman of the Board or an independent non-executive director of the Company.
- 2.3 The Board may at any time appoint, remove, suspend or replace any member of the Committee at its option by resolution.
- 2.4 Members of the Committee shall be recommended and appointed by the Board. Each member shall hold office until cessation of his/her appointment as decided by the Board.

3. MEETINGS

- 3.1 The company secretary of the Company shall be the secretary of the Committee (the “**Secretary**”).
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
- 3.3 A quorum of a meeting of the Committee shall be any two members.
- 3.4 In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting.
- 3.5 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all members of the Committee unanimously waive such notice. Irrespective of the length of notice being given, a member of the Committee attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.
- 3.6 Meetings may be held in person, by telephone, electronic or other communications equipment. Members of the Committee may participate in a meeting by means of a conference telephone or other communications equipment through which all persons participating in the meeting are capable of communicating with each other simultaneously and instantaneously.
- 3.7 A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.8 Full minutes of Committee meetings should be kept by the Secretary. Draft and final versions of minutes of the Committee meetings shall be circulated to all members of the Committee for their comment and records within a reasonable time after the meeting.

4. ATTENDANCE AT MEETINGS

- 4.1 Other than its members, the Committee may also invite other members of management, or others which considered appropriate by the Committee, to attend meetings as and when necessary, who shall have no voting rights.
- 4.2 Only members of the Committee are entitled to vote at the meetings.

5. FREQUENCY OF MEETINGS

5.1 The Chairman, in consultation with the Secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Committee's duties and responsibilities require.

5.2 Meetings of the Committee shall be held not less than once a year.

6. AUTHORITY

6.1 The Committee shall have the following authority within its terms of reference:

6.1.1 Obtain advice and assistance from, at the Company's expense, independent professional advisors to advise the Committee if it considers the same necessary; and

6.1.2 Seek any information it requires from management and employees.

7. DUTIES & RESPONSIBILITIES

7.1 The Committee shall formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy.

7.2 The Committee shall be without prejudice to the generality of the foregoing:

(i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. In reviewing the Board composition, the Committee shall give adequate consideration to the Company's policy on its board diversity;

(ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, with due regard for the benefits of diversity of the Board members (Sufficient biographical details of the candidates shall be provided to the Board to enable them to make an informed decision);

(iii) assess the independence of independent non-executive directors;

- (iv) in the event that the Company intends to propose a resolution at a general meeting to appoint a person to be an independent non-executive director, the Committee shall consider:
 - (a) the process used for identifying the individual, the reasons that the Committee considers the individual should be elected, and the reasons that the Committee considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding seven (or more) listed company directorship, the reasons that the Committee believes the individual would still be able to devote sufficient time to the Board;
 - (c) the perspectives, skills and experience that the individual can bring to the Board; and
 - (d) how the individual contributes to diversity of the Board.
- (v) make recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive of the Company;
- (vi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (vii) conform to any requirement, direction and regulation that may from time to time be prescribed by the Board.

8. REPORTING PROCEDURES

8.1 The Secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

8.2 The Committee shall report to the Board after each meeting.

If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.