



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 (the “**Board**”) of directors (the “**Director(s)**”) of Beijing Energy International Holding Co., Ltd. (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) on 23 March 2012.
- 1.2 The terms of reference was adopted and effective on 23 March 2012 (latest updated on 27 February 2026) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Corporate Governance Code as amended 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 and shall include at least one member of a different gender.
- 2.2 The chairman of the Committee (the “**Chairman**”) shall be the chairman of the Board or an independent non-executive Director.
- 2.3 Members of the Committee shall be recommended and appointed by the Board. The Board may at any time appoint, remove, suspend or replace any member of the Committee at its option by resolution.
- 2.4 Each member shall hold office until cessation of his/her appointment as decided by the Board. The appointment shall be revoked automatically if a member ceases to be a Director.

3. MEETINGS

- 3.1 The company secretary of the Company shall be the secretary of the Committee (the “**Secretary**”), who shall be responsible for preparation and coordination of the Committee meetings. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.
- 3.2 A quorum of a meeting of the Committee shall be any two members.
- 3.3 When the Chairman is unable to chair a meeting of the Committee, he/she shall designate another member to perform the duties on his/her behalf. In the absence of the Chairman and/or a designated member, the remaining members present shall elect one of themselves to chair the meeting.
- 3.4 Notice of any meetings has to be given at least three 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 to have waived the requisite length of notice of the meeting. Notice of any adjourned meetings is not required if adjournment is for less than seven days.
- 3.5 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 instantaneously and simultaneously.
- 3.6 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.

4. ATTENDANCE AT MEETINGS

- 4.1 Other than its members, the Committee may also invite other members of the management or persons it thinks appropriate as and when necessary to attend meetings to report issues or express their opinions, provided that these persons are not entitled to vote at the meetings.
- 4.2 A member of the Committee may attend the meeting in person, or appoint another member as his/her proxy to attend the meeting and exercise his/her right to vote. A member shall appoint only one other member as his/her proxy to exercise his/her right to vote on each occasion. Appointment of two or more proxies to exercise his/her right to vote shall be invalid.

- 4.3 If a member of the Committee appoints another member as his/her proxy to attend the meeting and exercise his/her right to vote, he/she shall submit a power of attorney to the Chairman no later than the time of the meeting.
- 4.4 Only members of the Committee are entitled to vote at the meetings.
- 4.5 To be valid, all matters submitted to the Committee shall be approved by a majority of votes by the members of the Committee attending the meeting. In the case of an equality of votes, the chairman of the meeting shall have the casting vote.

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 authorised by the Board within its terms of reference:
 - 6.1.1 Obtain advice and assistance from, at the Company's expense, independent professional advisors to perform its duties if it considers necessary; and
 - 6.1.2 Seek any information it requires from management and employees of the Group on performing its duties.

7. DUTIES & RESPONSIBILITIES

- 7.1 Formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy.
- 7.2 Review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually, assist the board in maintaining a board skills matrix, 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 (the "**Board Diversity Policy**").
- 7.3 Review the implementation and effectiveness of the Board Diversity Policy and deal with matters relating to board diversity.

- 7.4 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).
- 7.5 Assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account the Director's professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience.
- 7.6 Assess the independence of independent non-executive Directors.
- 7.7 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.
- 7.8 Support the Company's regular evaluation of the Board's performance.
- 7.9 Perform further functions related or incidental to the foregoing which the Committee deems appropriate.

8. REPORTING PROCEDURES

- 8.1 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 meetings. Such minutes of meetings shall be opened for the Board's inspection.
- 8.2 At the next meeting of the Board following a meeting of the Committee, the Chairman shall report its deliberations and recommendations to the Board.

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