



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 RISK CONTROL COMMITTEE

1. CONSTITUTION

- 1.1 The Risk Control Committee (the “**Committee**”) was formed pursuant to the resolution passed by the board (the “**Board**”) of directors (the “**Directors**”) of Beijing Energy International Holding Co., Ltd. (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) on 23 July 2013.
- 1.2 The terms of reference was adopted and effective on 23 July 2013 (latest updated on 27 February 2026) in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company as amended from time to time.

2. MEMBERSHIP

- 2.1 The Committee shall consist of not less than three Directors. 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.
- 2.2 When the number of members of the Committee is less than the stipulated minimum numbers, the Board shall appoint new members as soon as possible.
- 2.3 The Committee shall have a chairman (“**Chairman**”) appointed by the Board. The Chairman shall be responsible for convening and presiding over the meetings of the Committee.

2.4 Each member of the Committee 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 of the Committee.

3.4 In the case of an emergency risk event, the chairman of the Board or the Chairman may convene a special meeting without a notice in advance.

3.5 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.

3.6 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 instantaneously and simultaneously.

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.

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.
- 4.6 Participating members shall consider and sufficiently express their personal opinions on a proposal in a serious and conscientious manner, and be responsible for their own votes.

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 is authorised by the Board to conduct necessary follow-up procedures at any time on matters such as the Company's significant investment projects, material operations, financial position, implementation of the risk management and internal control system. All relevant departments of the Company shall actively cooperate with and timely provide the required information to the Committee.
- 6.2 A member of the Committee shall be entitled to inspect the following relevant information:
- (1) the annual business plan, investment plan and business objectives of the Group;
 - (2) the financial statements of the Group;
 - (3) the management systems of the Group, including but not limited to the risk management and internal control system; and
 - (4) other information required for the performance of duties of the Committee.
- 6.3 A member of the Committee may make an inquiry to or question any management and employees of the Group on performing its duties, and these persons shall give timely reply or explanation.
- 6.4 The Committee shall be provided with sufficient resources to perform its duties and shall have access, at the Company's expense, to independent advice if necessary. When the Committee performs its duties, the relevant departments of the Company shall cooperate and provide assistance as required.

7. DUTIES & RESPONSIBILITIES

- 7.1 Oversee matters relating to risk management and internal control, assessing and reviewing the risk management strategy, risk level, risk appetite and risk tolerance of the Group in achieving its strategic and business objectives on an overall basis.

- 7.2 Identify, mitigate and control potential risks associated with material operation and financial matters and other major activities of the Group.
- 7.3 Review the framework and establishment of the risk management and internal control system of the Company to ensure that management has fulfilled its responsibility to establish effective system.
- 7.4 Consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings.
- 7.5 Review the effectiveness and adequacy of the Group's risk management and internal control system, structure and related policies at least annually, to continuously strengthen the Company's risk management in its operations and decision-making processes.
- 7.6 Monitor and review the nature, extent and evolution of material risks on an ongoing basis and make recommendations to the Board on the Company's ability to cope with changes in its business and external environment and coping strategy.
- 7.7 Monitor the implementation of risk management and internal control policies and compliance with relevant laws and regulations.
- 7.8 Other matters entrusted by the Board.

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.