

Beijing Enterprises Holdings Limited

(the “*Company*”)

Terms of Reference for Nomination Committee

Membership

1. The nomination committee (the “*Committee*”) shall consist of at least three members of the Company’s board of directors (the “*Board*”) and comprise a majority of independent non-executive directors.
2. The chairman of the Board shall act as the chairman of the Committee.
3. The Committee may from time to time appoint any individual suitably qualified to act as the Committee’s secretary. If no such appointment has been made, the company secretary of the Company or his nominee shall act as the Committee’s secretary.

Frequency and proceedings of meetings

1. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
2. In addition, the Committee’s chairman may convene additional meetings at his discretion.
3. The quorum of a meeting shall be two Committee members.
4. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
5. Subject to the provisions of the Listing Rules and unless these Terms of Reference otherwise require, proceedings of the Committee’s meetings shall be governed by articles 129 – 139 of the Company’s Articles of Association.

Duties, powers and functions

The Committee shall –

1. review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
2. to develop and maintain a policy for the nomination of the directors which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose the policy in the corporate governance report of the Company;
3. to develop and maintain a policy concerning the diversity of the Board, and to review periodically and disclose the policy or a summary of the policy, and progress made towards achieving the objectives set in the policy in the corporate governance report of the Company;
4. identify individuals suitably qualified to become Board members (including whether the individuals can bring to the Board the perspectives, skills and experiences and how the individuals can contribute to the diversity of the Board) and select or make recommendations to the Board on the selection of individuals nominated for directorships;
5. to assess the independence of independent non-executive directors with regard to the requirements of the Listing Rules (as amended from time to time), but no independent non-executive director can participate in his own assessment;
6. to assess the number of directorship of other listed companies held by candidates to be nominated as the independent non-executive directors of the Company. If the candidate will be holding his/her seventh or more listed company directorship, the Board has to be satisfied that the candidate would still be able to devote sufficient time to the Board;
7. make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
8. the Company should provide the Committee with sufficient resources to perform

- its duties; and where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities; and
9. where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- (a) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board 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.

Reporting

The Committee shall report to the Board at least annually. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

- The End -