

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 127 – 136 of the Company’s Articles of Association.

Duties, powers and functions

The Committee shall –

1. review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. assess the independence of independent non-executive directors;
4. 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;
5. 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
6. 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 why they believe he should be elected and the reasons why they consider him to be independent.

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 -