

Beijing Enterprises Holdings Limited
(the “*Company*”)
NOMINATION POLICY (the “*Policy*”)

1. Purpose

This policy sets out the principles which guide the Nomination Committee (the “*Nomination Committee*”) of the Company to identify and evaluate a candidate for nomination to (i) the board of directors of the Company (the “*Board*”) for appointment or (ii) the shareholders of the Company for election, as a director of the Company.

2. Nomination Criteria

2.1 In determining the suitability of a candidate, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following:-

- (a) Skills and Experience: The candidate should possess the skills, knowledge and experience which are relevant to the business of the Company and its subsidiaries.
- (b) Diversity: Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company and the balance of skills and experience in board composition.
- (c) Availability: The candidate shall be willing to devote adequate time for discharging the duties of a member of the Board and other director position;
- (d) Character and integrity: The candidate must satisfy the Board and The Stock Exchange of Hong Kong Limited that he/she is a person of integrity and honesty, and has the character, experience and integrity commensurate with the relevant position as a director of the Company.
- (e) Independence: The candidate to be nominated as an Independent non-executive director must satisfy the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “*Listing Rules*”).

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

3. Nomination Procedures

- 3.1 If the Board determines that an additional or replacement director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate.
- 3.2 The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board.
- 3.3 Upon considering a candidate suitable for the position of director, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- 3.4 On making recommendation, the Nomination Committee may submit the candidate's personal profile to the Board for consideration. The Board may appoint the candidate as director to fill a casual vacancy or as an addition to the Board or recommend such candidate to shareholders for election or re-election (where appropriate) at the general meeting.

4. Review of Policy

The Nomination Committee will review this Policy from time to time to ensure that it is transparent and fair, remains relevant to the Company's needs and comply with the regulatory requirements and good corporate governance practice.

5. Disclosure of the Policy

The Policy will be published on the website of the Company for public information.

A summary of the Policy will be disclosed in the Corporate Governance Report of the Company in accordance with the Listing Rules.

28 March 2019