



BEIJING GAS BLUE SKY HOLDINGS LIMITED 北京燃氣藍天控股有限公司

(Incorporated in Bermuda with limited liability)

(the “**Company**”)

(Stock Code: 6828)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Revised and adopted on 30 March 2023)

1. Constitution

1.1. The Nomination Committee was established pursuant to a resolution passed by the board of directors (“**Board**”) of the Company at its meeting held on 26 March 2007.

2. Membership

2.1. Members of the Nomination Committee (“**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the members of the Board.

2.2. The Nomination Committee shall consist of not less than three Members and a majority of the Members shall be independent non-executive directors (“**INEDs**”, each an “**INED**”) of the Company.

2.3. The appointment of the Members may be revoked, or additional Members may be appointed to the Nomination Committee by separate resolutions passed by the Board and by the Nomination Committee. If a Member ceases to be a director, then his office as a Member shall ipso facto cease.

3. Chairman

3.1. The Chairman of the Nomination Committee shall be appointed by the Board and shall be the Chairman of the Board or an INED.

4. Secretary

4.1. The company secretary of the Company (“**Company Secretary**”) shall be the secretary of the Nomination Committee.

4.2. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

5. Meetings

- 5.1. The Nomination Committee shall meet at least once a year.
- 5.2. Notice of any meetings has to be given at least seven (7) days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 5.3. The quorum of the Nomination Committee shall be any two Members.
- 5.4. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 5.5. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 5.6. A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 5.7. Full minutes shall be kept by the secretary of the Nomination Committee and shall be open for directors' inspection. Minutes of the meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes shall be circulated to all Members for their comments and records respectively, in both cases within a reasonable period of time after the meeting.

6. Attendance at Meetings

- 6.1. At the invitation of the Nomination Committee, the Chairman of the Board and/or Chief Executive Officer(s), external advisers and other persons may be invited to attend all or part of any meeting.
- 6.2. Only Members of the Nomination Committee are entitled to vote at the meetings.

7. Annual General Meetings

- 7.1. The Chairman of the Nomination Committee or in his absence, another Member shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

8. Responsibilities

The Nomination Committee shall have the following responsibilities:

- 8.1. to 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;
- 8.2. to review the Board's diversity policy, as appropriate and review the measurable objectives that the Board has set for implementing the Board's diversity policy, and the progress on achieving the objectives, and make disclosure of its review results in the Company's corporate governance report annually;
- 8.3. to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on selection of individual nominated for directorships;
- 8.4. to assess the independence of the INEDs;
- 8.5. to 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 Officer(s);
- 8.6. to determine the policy for nomination of directors;
- 8.7. to establish and make recommendation to the Board, where appropriate, mechanism(s) to ensure independent views and input are available to the Board and make disclosure of such mechanism in the Corporate Governance Report, and review the implementation and effectiveness of such mechanism annually;
- 8.8. where the Members propose a resolution to elect an individual (including re-election) as an INED to the Board, the Nomination Committee should set out to the Board:
 - (a) the process used for identifying the individual and why the Nomination Committee believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (b) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Nomination Committee believes the individual would still be able to devote sufficient time to the Board;
 - (c) if the proposed INED(s) to be re-elected has served more than nine years, why the Nomination Committee believes the proposed INED(s) would still be independent;
 - (d) the perspectives, skills and experience that the individual can bring to the Board;
and
 - (e) how the individual contributes to diversity of the Board.

9. Reporting Responsibilities

9.1. The Nomination Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

10. Authority

10.1. The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

11. Availability and Update of the Terms of Reference

11.1. Any amendments to these terms of reference shall be recommended by the Nomination Committee and come into effect on the date when they are approved by the Board.

11.2. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) in Hong Kong.

11.3. These terms of reference shall be made available to the public by including the same on the websites of The Stock Exchange of Hong Kong Limited and the Company.