



BEIJING PROPERTIES (HOLDINGS) LIMITED

北京建設（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 925)

(“the Company”)

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE**

1 Purpose

The key purpose of the establishment of the Nomination Committee of the Company (the “Committee”) is to assist the Board in establishing formal and transparent procedure to determine the Company's human resources strategy for directors and senior management and formulate the remuneration of directors and senior management.

2 Membership and Secretary

2.1 The members of the Committee shall be appointed by the board of directors from amongst the members of the board of directors of the Company and shall consist of not less than four members, a majority of whom shall be independent non-executive directors of the Company.

2.2 The Committee shall have a chairman who shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive directors. Apart from chairing the work of the Committee, the chairman shall attend all shareholders meetings.

2.3 The Company Secretary shall be the secretary of the Committee (the “Committee Secretary”).

2.4 Any change of member and secretary of the Committee shall be approved by the Committee and the Board of the Company.

3. Proceedings of meetings

3.1 The Committee shall meet at least once annually, and additional meeting shall be held when demanded. Besides, the chairman of the Committee can convene meeting at any time.

3.2 Except that all members unanimously waive such notice period, notice of meeting shall be delivered at least seven days prior to such meeting (notice of additional meeting shall be delivered at least three days in advance). Irrespective of the length of notice being given, attendance of the meeting by the members shall be deemed waiver of the requisite length of notice of meeting by such member.

3.3 The quorum of a meeting shall be more than half of the members of the Committee attending the meeting and the majority shall be independent non-executive directors.

3.4 Meetings can 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 whereby all persons participating in the meeting are capable of hearing each other.

3.5 Only the members of the Committee are entitled to vote on resolutions at the meetings.

3.6 Resolutions of the Committee at any meetings shall be passed by a simple majority of votes of the members present.

3.7 Complete minutes of meeting shall be kept by the secretary of the Committee. Draft and final versions of minutes of meetings shall be sent to all members for their comments and records, respectively, within a reasonable time after the meeting. Minutes of meetings shall be available for inspection by members.

4. Written resolution

Upon unanimous approval by all members of the Committee, written resolution can be passed on any matter and shall be as valid and effective as if it had been passed at a meeting of the Committee duly convened and held.

5. Appointment of representative

Member of the Committee cannot appoint representative.

6. Duties, powers and discretions

The Committee shall have the following duties, powers and discretion:

6.1 The Committee can invite external expert, the other members of the Board, senior officers, external consultant and/or any other persons to attend the meetings and advise as needed. The Committee shall be provided with sufficient resources to perform its duties.

6.2 The Committee shall review the structure, size and composition and diversity (including the skills, knowledge, experience 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.

6.3 The Committee shall review the policy on Board diversity and any measurable objectives for implementing such policy as may be adopted by the Board from time to time, and to review the progress of achieving those objectives.

6.4 The Committee can identify and nominate appropriate candidates to fill casual vacancies of Directors for the Board's approval.

6.5 The Committee can assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report.

6.6 The Committee will regularly review the time required from a Director to perform his responsibilities.

6.7 The Committee shall make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management.

6.8 The Committee shall consider other topics, as requested by the Board.

7. Minutes of Meeting and Reporting Procedures

7.1 Final version of minutes of meetings of the Committee shall be maintained and shall be reported in written format to the Board.

7.2 The Committee Secretary is responsible for delivery of minutes of the Committee to the Board.

7.3 The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations (if any) of the Committee.

8. Right of explanation

The right of explanation of this term of reference belongs to the Board of the Company.

(Adopted by the Board on 30 March 2012, revised on 30 August 2013, and further revised on 15 August 2023.)