北京首都國際機場股份有限公司
Beijing Capital International Airport Co., Ltd.
(a foreign-invested joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00694)

BEIJING CAPITAL INTERNATIONAL AIRPORT COMPANY LIMITED
(the "Company")

TERMS OF REFERENCE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE
(the "Committee")
(Revised and approved by the board of directors (the "Board") on 28 August 2025)

MEMBERSHIP

1. The Committee shall consist of not less than three directors, comprising non-executive directors only, the majority of whom must be independent non-executive directors.

2. The Committee members shall be nominated by the chairman of the Board, at least half of the total number of independent non-executive directors or one third of all directors, and shall be elected by the Board.

3. The Committee shall have one Chairman/convener, who shall be an independent non-executive director and responsible for presiding over the work of the Committee. The Chairman shall be elected among the Committee members and its appointment shall be approved by the Board.

4. The term of office of the Committee shall be consistent with the term of office of the Board. The Committee members can be re-elected as the members of the Committee at the expiration of their term of office. The Committee members shall be automatically disqualified from being members of the Committee if they cease to be directors within their term of office. The Committee shall fill the vacancy(ies) according to the requirements of the paragraphs 1 to 3 above.

5. A former partner of the Company's existing auditing firm may not act as a member of the Committee for a period of two years from the date of his ceasing:

   (a) to be a partner of the firm; or

   (b) to have any financial interest in the firm, whichever is later.

DUTIES AND POWERS

6. The major duties and powers of the Committee shall be:

6.1 The duties and powers of the Committee for supervising and evaluating external auditor are as follows, including but not limited to:

(a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

(b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee shall discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

(c) to develop and implement polices on engaging an external auditor to provide non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally; and

(d) to report and make recommendations to the Board on any matters where action or improvement is needed.

6.2 The duties and powers of the Committee for reviewing the Company's financial information and expressing opinions thereon are as follows, including but not limited to:

(a) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee shall focus particularly on:

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

(vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;

(b) Regarding (a) above:

(i) members of the Committee should liaise with the Board and senior management officers and the Committee must meet, at least twice a year, with the Company's auditors; and

(ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, and should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors.

6.3 The duties and powers of the Committee for overseeing the Company's financial reporting system, risk management and internal control systems are as follows, including but not limited to:

(a) to review the Company's financial controls, and to review the Company's risk management and internal control systems;

(b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to build effective systems. This discussion shall include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

(c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;

(d) to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

(e) to review the Company's financial and accounting policies and practices;

(f) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;

(g) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

(h) to report to the Board on the matters in this provision; and

(i) to consider other topics, as defined by the Board.

6.4 The following functions and powers of the supervisory committee as stipulated under the Company Law of the People's Republic of China (the "**Company Law**") shall be exercised by the Committee:

(a) to supervise the conduct of the directors, manager and other senior management officers of the Company in performing their duties with the Company, and propose the dismissal of directors and senior management officers who have violated any laws, administrative regulations, the articles of association of the Company or resolutions of shareholders' meetings;

(b) to require the directors, managers and other senior management officers of the Company to rectify their acts which are prejudicial to the interests of the Company;

(c) to verify the financial information such as financial reports, business reports and profits distribution plans submitted by the Board to the shareholders' meeting; where any query arises, the financial information shall be referred to a certified public accountant or certified auditor appointed in the name of the Company to re-examine the same;

(d) to propose the convening of extraordinary general meetings, and convene and preside over shareholders' meetings when the Board fails to perform its duty to convene and preside over the shareholders' meetings specified by the Company Law and the articles of association of the Company;

(e) to submit proposals to the shareholders' meeting;

(f) to represent the Company in negotiating with any directors and senior management officers or taking legal proceedings against the directors and senior management officers;

(g) to (where necessary) separately appoint an accounting firm in the name of the Company to audit the accounts of the Company and may directly report to the securities supervisory and regulatory body of the State Council and to other relevant departments; and

(h) to report independently to the shareholders' meeting in relation to the performance of diligence and honesty of the Company's senior management officers.

6.5 The following matters shall be approved by more than half of all members of the Committee before being submitted to the Board for consideration:

(a) disclosure of financial information in the financial accounting reports and periodic reports as well as the internal control assessment reports;

(b) appointment or dismissal of the accounting firm that undertakes the auditing services of the Company;

(c) employment or dismissal of the financial officer of the Company;

(d) changes in accounting policies, accounting estimates or corrections to major accounting errors due to reasons other than changes in accounting standards; and

(e) other matters stipulated by laws, administrative regulations, the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

7. The Committee shall be accountable to the Board. Proposal(s) of the Committee shall be submitted to the Board for consideration and approval.

MEETING PROCEDURES

8. The Committee shall hold meetings at least two times a year. An interim meeting may be convened upon the proposal of two or more members or when the Chairman of the Committee deems necessary. Notice of each meeting shall be given to all members of the Committee seven (7) days prior to the date of the meeting. The Chairman shall preside over the meeting, failing him/her, any other member of the Committee (who must be an independent non-executive director) may be appointed by him/her to preside over the meeting.

9. The quorum of the Committee meeting shall be at least two thirds of the members of the Committee. Each Committee member has one vote in the meeting and the resolution(s) proposed by the Committee should be passed by the majority of all Committee members.

10. Voting methods of the Committee meeting shall be voting by show of hands or voting by poll. Subject to compliance with the applicable laws, regulations, the articles of association of the Company, and the Listing Rules, extraordinary meeting(s) can be held by way of voting by means of written communication.

11. The Committee meeting may invite directors and other senior management officers of the Company to attend the meeting where necessary.

12. If necessary, the Committee may engage agencies to provide professional advice on its decisions at the Company's expense.

13. The convening procedures, voting methods and resolution(s) passed by the meeting of the Committee must be in compliance with the requirements of relevant laws, regulations, the articles of association of the Company and the Terms of Reference of the Committee.

14. The company secretary of the Company shall be the secretary of the Committee. There should be minutes for the meetings of the Committee which should be signed by the Committee members who attend the meetings. The secretary of the Company shall keep full minutes of the meetings. Draft and final versions of minutes of meeting shall be sent to all Committee members for their comments and records successively within a reasonable time after the meeting.

15. The resolution(s) passed by the Committee meeting and the voting results should be submitted in writing to the Board of the Company.

16. The Committee members shall have obligations to keep the matters discussed at the meeting confidential and must not disclose relevant information without authorization.

17. The matters not expressly set out in this Terms of Reference shall be carried out in accordance with relevant laws and regulations of the State, the articles of association of the Company and the Listing Rules. Should this Terms of Reference be in conflict with the laws and regulations promulgated in the future by the State, the Listing Rules or the articles of association of the Company as amended through legal procedures, the Terms of Reference shall be carried out in accordance with relevant laws and regulations of the State, the Listing Rules and the articles of association of the Company, and should be immediately amended and submitted to the Board for consideration and approval.