ENN Natural Gas Co., Ltd.

Rules of Procedure for the Board of Directors

ENN Natural Gas Co., Ltd.

Board of Directors

May 16, 2025

Article 1 Purpose

To further standardize the deliberation methods and decision-making procedures of the Board of Directors of the Company, promote the effective performance of duties by directors and the Board of Directors, and improve the standardized operation and scientific decision-making of the Board of Directors, these Rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Listing Rules of the Shanghai Stock Exchange, the Articles of Association of ENN Natural Gas Co., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant provisions.

Article 2 Investor Relations Group

The Board of Directors shall establish an Investor Relations Group to handle the daily affairs of the Board of Directors.

The Secretary of the Board of Directors or the securities affairs representative shall concurrently serve as the head of the Investor Relations Group and keep the seal of the Board of Directors.

Article 3 Regular Meetings

Board meetings are divided into regular meetings and extraordinary meetings.

The Board of Directors shall convene at least two regular meetings each year.

Article 4 Proposals for Regular Meetings

Before issuing the notice of a regular Board meeting, the Investor Relations Group shall fully solicit the opinions of all directors, preliminarily formulate the meeting proposals, and submit them to the Chairman for preparation.

Before preparing the proposals, the Chairman shall, as necessary, solicit the opinions of the CEO, the President and other senior management.

Article 5 Extraordinary Meetings

The Board of Directors shall convene an extraordinary meeting under any of the following circumstances:

(1) Proposed by shareholders representing one-tenth or more of the voting rights;

(2) Jointly proposed by one-third or more of the directors;

(3) Proposed by the Audit Committee;

(4) Deemed necessary by the Chairman;

(5) Proposed by one-half or more of the independent directors;

(6) Proposed by the President;

(7) Required by the securities regulatory authorities;

(8) Other circumstances prescribed in the Articles of Association of the Company.

Article 6 Proposal Procedures for Extraordinary Meetings

A proposal to convene an extraordinary Board meeting in accordance with the preceding Article shall be submitted to the Chairman through the Investor Relations Group or directly, in writing and bearing the signature or seal of the proposing person. The written proposal shall specify the following matters:

(1) The name or title of the proposer;

(2) The reasons for the proposal or the objective facts on which the proposal is based;

(3) The time or time limit, place and manner of convening the proposed meeting;

(4) Clear and specific proposals;

(5) The contact information and proposal date of the proposer, among other matters.

The proposal shall concern a matter within the scope of the powers of the Board of Directors prescribed in the Articles of Association of the Company, and materials related to the proposal shall be submitted together with it.

After receiving the aforesaid written proposal and relevant materials, the Investor Relations Group shall forward them to the Chairman on the same day. If the Chairman considers that the contents of the proposal are unclear or not specific, or that the relevant materials are insufficient, the Chairman may require the proposer to amend or supplement them.

The Chairman shall convene and preside over the Board meeting within ten days after receiving the proposal or the request of the securities regulatory authorities.

Article 7 Convening and Presiding over Meetings

Board meetings shall be convened and presided over by the Chairman, and the Vice Chairman shall assist the Chairman. If the Chairman is unable or unwilling to perform his or her duties, the Vice Chairman shall convene and preside over the meeting; if the Vice Chairman is unable or unwilling to perform his or her duties, one director shall be jointly elected by more than one-half of the directors to convene and preside over the meeting.

Article 8 Meeting Notices

For regular and extraordinary Board meetings, the Investor Relations Group shall deliver the meeting notice to all directors by direct delivery, fax, email or other means ten days and at least two days in advance, respectively.

Where circumstances are urgent and an extraordinary Board meeting needs to be convened as soon as possible, the meeting notice may be issued at any time by telephone or other oral means, but the convener shall explain the situation at the meeting.

Article 9 Contents of Meeting Notices

A written meeting notice shall include at least the following:

(1) The time and place of the meeting;

(2) The manner of convening the meeting;

(3) The matters to be deliberated (meeting proposals);

(4) The convener and presiding officer of the meeting, the proposer of an extraordinary meeting and the written proposal;

(5) Meeting materials necessary for directors to vote;

(6) The requirement that directors attend the meeting in person or entrust another director to attend on their behalf;

(7) The contact person and contact information.

An oral meeting notice shall include at least the contents of items (1) and (2) above, as well as an explanation that an extraordinary Board meeting needs to be convened as soon as possible due to urgent circumstances.

Article 10 Changes to Meeting Notices

After a written meeting notice for a regular Board meeting has been issued, if it is necessary to change the time or place of the meeting, or to add, amend or cancel a meeting proposal, a written notice of change shall be issued three days before the originally scheduled date of the meeting, explaining the circumstances and the contents and relevant materials of the new proposal. If fewer than three days remain, the meeting date shall be postponed accordingly, or the meeting may be held as scheduled after obtaining the consent of all directors attending the meeting.

After a meeting notice for an extraordinary Board meeting has been issued, if it is necessary to change the time or place of the meeting, or to add, amend or cancel a meeting proposal, the prior consent of all directors attending the meeting shall be obtained and the corresponding record shall be made.

Article 11 Holding of Meetings

A Board meeting may be held only when more than one-half of the directors are present. Where the refusal or failure of relevant directors to attend results in the minimum quorum for holding a meeting not being met, the Chairman and the Secretary of the Board of Directors shall promptly report the matter to the regulatory authorities.

Where the President and the Secretary of the Board of Directors do not concurrently serve as directors, they shall attend Board meetings as non-voting participants. Where the presiding officer deems it necessary, other relevant persons may be notified to attend Board meetings as non-voting participants.

Article 12 Attendance in Person and by Proxy

In principle, directors shall attend Board meetings in person. Where a director is unable to attend a meeting for any reason, the director shall review the meeting materials in advance, form clear opinions, and authorize another director in writing to attend on his or her behalf.

The power of attorney shall specify:

(1) The names of the principal and the proxy;

(2) The matters entrusted and the term of validity;

(3) The principal's brief opinions on each proposal;

(4) The scope of the principal's authorization and instructions on the voting intention regarding the proposals;

(5) The principal's signature and date, among other matters.

The entrusted director shall submit the written power of attorney to the presiding officer and state the entrusted attendance in the meeting sign-in register.

Where a director fails to attend Board meetings in person twice consecutively and does not entrust another director to attend, the director shall be deemed unable to perform his or her duties, and the Board of Directors shall recommend that the Shareholders' Meeting replace the director.

Article 13 Restrictions on Attendance by Proxy

The entrusting and acceptance of entrustment to attend Board meetings shall follow the following principles:

(1) When deliberating related-party transactions, a non-related director shall not entrust a related director to attend on his or her behalf, and a related director shall not accept the entrustment of a non-related director;

(2) An independent director shall not entrust a non-independent director to attend on his or her behalf, and a non-independent director shall not accept the entrustment of an independent director;

(3) A director shall not entrust another director to attend on a fully discretionary basis without explaining the director's personal opinion and voting intention on the proposal, and the relevant director shall not accept a fully discretionary entrustment or an entrustment with an unclear authorization;

(4) A director shall not accept the entrustment of more than two directors, and a director shall not entrust a director who has already accepted the entrustment of two other directors to attend on his or her behalf.

Article 14 Manner of Holding Meetings

Board meetings shall, in principle, be held in person. Where necessary, provided that directors can fully express their opinions, and with the consent of the convener (presiding officer) and the proposer, a Board meeting may also be held through video, telephone, fax or email voting. A Board meeting may also be held simultaneously in person and by other means.

Where a meeting is not held in person, the number of directors attending the meeting shall be calculated based on the directors whose presence is displayed by video, the directors expressing opinions during a telephone conference, valid ballots actually received by fax or email within the prescribed period, or written confirmation subsequently submitted by directors confirming their participation in the meeting.

Article 15 Directors' Attendance Rate

To further improve the Company's corporate governance, each director shall attend Board meetings through telephone, video or other means of communication, or in person, at an attendance rate of not less than 75% each year, unless the absence has a reasonable explanation:

Medical problems/illness;

Family emergency;

Circumstances requiring abstention from voting.

Attendance by proxy shall not be counted in the relevant director's attendance rate.

Article 16 Meeting Deliberation Procedures

The presiding officer shall request the directors attending the Board meeting to express clear opinions on each proposal.

Where a director obstructs the normal conduct of a meeting or affects the speech of other directors, the presiding officer shall promptly stop such conduct.

Except with the unanimous consent of all directors attending the meeting, the Board meeting shall not vote on a proposal not included in the meeting notice. Where a director attends a Board meeting on behalf of another director pursuant to an entrustment, the director shall not vote on behalf of the other director on a proposal not included in the meeting notice.

Article 17 Expression of Opinions

Directors shall carefully read the relevant meeting materials and, on the basis of fully understanding the circumstances, express their opinions independently and prudently.

Before a meeting, directors may obtain information necessary for decision-making from the Investor Relations Group, the meeting convener, the President and other senior management, special committees, accounting firms, law firms and other relevant persons and institutions, and may also suggest to the presiding officer during the meeting that representatives of the aforesaid persons and institutions attend the meeting to explain the relevant circumstances.

Article 18 Voting at Meetings

After each proposal has been fully discussed, the presiding officer shall, at an appropriate time, submit it to the directors attending the meeting for voting.

Voting at meetings shall be conducted on the basis of one person, one vote, by a show of hands, by signing a registered ballot, or by any other voting method permitted by laws, regulations, rules and normative documents.

Directors' voting intentions are divided into approval, objection and abstention. Directors attending the meeting shall choose one of the aforesaid intentions. If a director makes no choice or chooses two or more intentions at the same time, the presiding officer shall require the relevant director to choose again; if the director refuses to choose, it shall be deemed an abstention. If a director leaves the venue midway, does not return and fails to make a choice, it shall be deemed an abstention.

Article 19 Counting of Voting Results

After the directors attending the meeting have completed voting, the securities affairs representative and relevant personnel of the Investor Relations Group shall promptly collect the directors' ballots and deliver them to the Secretary of the Board of Directors for counting under the supervision of the independent directors.

For a meeting held in person, the presiding officer shall announce the counting results on the spot; in other circumstances, the presiding officer shall require the Secretary of the Board of Directors to notify the directors of the voting results before the next working day after the prescribed voting period ends.

Where a director votes after the presiding officer announces the voting results or after the prescribed voting period ends, the director's vote shall not be counted.

Article 20 Adoption of Resolutions

Except for the circumstances specified in Article 20 of these Rules, a proposal at a Board meeting shall be deliberated and adopted and the relevant resolution formed only if more than one-half of the directors vote in favor of the proposal. Where laws, administrative regulations or the Articles of Association of the Company provide that a Board resolution requires the consent of more directors, such provisions shall prevail.

Where different resolutions conflict in content or meaning, the resolution formed later shall prevail.

Article 21 Abstention from Voting

A director shall abstain from voting on a relevant proposal under any of the following circumstances:

(1) Circumstances requiring abstention by directors as prescribed in the Listing Rules of the Shanghai Stock Exchange;

(2) Circumstances in which the director considers that he or she should abstain;

(3) Other circumstances prescribed in the Articles of Association of the Company in which a director is required to abstain due to a related relationship between the director and an enterprise involved in the meeting proposal.

Where a director abstains from voting, the relevant Board meeting may be held with the attendance of more than one-half of the non-related directors, and the resolution shall be adopted by more than one-half of the non-related directors. Where fewer than three non-related directors attend the meeting, the relevant proposal shall not be voted on and shall instead be submitted to the Shareholders' Meeting for deliberation.

Article 22 No Ultra Vires Acts

The Board of Directors shall act strictly within the authorization of the Shareholders' Meeting and the Articles of Association of the Company and shall not adopt ultra vires resolutions.

Article 23 Special Provisions on Profit Distribution

Where a Board meeting needs to adopt a resolution on the Company's profit distribution, it may first notify the certified public accountant of the proposed distribution plan to be submitted to the Board of Directors for deliberation and require the certified public accountant to issue a draft audit report accordingly, with all financial data other than those relating to the distribution having been determined. After the Board of Directors adopts the distribution resolution, it shall require the certified public accountant to issue a formal audit report, and the Board of Directors shall then adopt resolutions on other relevant matters of the periodic report based on the formal audit report issued by the certified public accountant.

Article 24 Postponement of Voting

Where one-half or more of the directors attending the meeting or two or more independent directors consider that a proposal is unclear or not specific, or are unable to make a judgment on the relevant matters due to insufficient meeting materials or other reasons, the presiding officer shall require the meeting to postpone voting on the matter.

The directors proposing the postponement of voting shall specify the conditions that must be met before the proposal is submitted for deliberation again.

Article 25 Meeting Recording

Board meetings held in person or by video, telephone or other means may be recorded in full where necessary.

Article 26 Meeting Minutes

The Secretary of the Board of Directors shall arrange for the Investor Relations Group to keep minutes of Board meetings. The minutes shall include the following:

(1) The session number and the time, place and manner of the meeting;

(2) The issuance of the meeting notice;

(3) The convener and presiding officer of the meeting;

(4) Attendance in person and attendance by proxy by directors;

(5) The proposals deliberated at the meeting, the key points and main opinions expressed by each director on relevant matters, and the voting intention on the proposals;

(6) The voting method and voting result for each proposal, specifying the number of approval, objection and abstention votes;

(7) Other matters that the directors attending the meeting consider should be recorded.

Article 27 Meeting Summary and Resolution Records

In addition to the minutes, the Secretary of the Board of Directors may, as necessary, arrange for the Investor Relations Group to prepare a concise meeting summary of the meeting and prepare separate resolution records for the resolutions formed at the meeting based on the counted voting results.

Article 28 Directors' Signatures

The directors attending the meeting shall sign to confirm the minutes and resolution records on behalf of themselves and the directors who entrust them to attend the meeting. Where a director has a different opinion on the minutes or resolution records, the director may make a written explanation when signing. Where necessary, the matter shall be promptly reported to the regulatory authorities, and a public statement may also be made.

Where a director neither signs to confirm in accordance with the preceding paragraph nor provides a written explanation of the different opinion, reports it to the regulatory authorities or makes a public statement, the director shall be deemed to have fully agreed to the contents of the minutes and resolution records.

Article 29 Announcement of Resolutions

The Secretary of the Board of Directors shall handle matters relating to the announcement of Board resolutions in accordance with the relevant provisions of the Listing Rules of the Shanghai Stock

Exchange. Before the resolution is disclosed, the directors attending the meeting, persons attending the meeting as non-voting participants, persons keeping the records and service personnel and other relevant persons shall have a duty of confidentiality regarding the contents of the resolution.

Article 30 Implementation of Resolutions

The Chairman shall urge relevant personnel to implement Board resolutions, inspect the implementation of the resolutions, and report the implementation of resolutions already formed at subsequent Board meetings.

Article 31 Retention of Meeting Archives

Board meeting archives, including meeting notices and meeting materials, meeting sign-in registers, powers of attorney for directors attending on behalf of other directors (if any), meeting recordings (if any), ballots, minutes confirmed by the signatures of the directors attending the meeting, meeting summaries (if any), resolution records and announcements of resolutions, shall be kept by the Secretary of the Board of Directors.

Board meeting archives shall be retained for not less than ten years.

Article 32 Supplementary Provisions

For purposes of these Rules, "above" includes the stated number.

These Rules shall be formulated by the Board of Directors and shall take effect upon submission to and approval by the Shareholders' Meeting; the same shall apply to amendments.

Matters not covered in these Rules shall be handled in accordance with the relevant national laws, regulations, normative documents and the Articles of Association; where these Rules are inconsistent with the relevant provisions of laws, regulations, normative documents or the Articles of Association, the relevant provisions of laws, regulations, normative documents or the Articles of Association shall prevail; where these Rules conflict with laws, regulations or normative documents promulgated by the State in the future, the provisions of such laws, regulations or normative documents shall prevail, and these Rules shall be amended immediately and submitted to the Shareholders' Meeting for deliberation and approval.

The Board of Directors shall be responsible for interpreting these Rules.

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