ENN Natural Gas Co., Ltd.

Rules of Procedure for Independent Directors Special Meetings

ENN Natural Gas Co., Ltd.

Board of Directors

May 16, 2025

Article 1 To further improve the corporate governance structure of ENN Natural Gas Co., Ltd. (hereinafter referred to as the "Company"), give full play to the role of independent directors in corporate governance, and, in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Listing Rules of Shanghai Stock Exchange, the Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 — Standardized Operation and other laws, regulations and normative documents, as well as the relevant provisions of the Articles of Association of ENN Natural Gas Co., Ltd. (hereinafter referred to as the "Articles of Association"), and in light of the actual circumstances of the Company, these Rules of Procedure are formulated.

Article 2 Independent directors refer to directors who do not hold any position in the Company other than that of director and have no direct or indirect interest relationship with the Company and its major shareholders or actual controllers, or any other relationship that may affect their independent and objective judgment.

Article 3 Independent directors owe duties of loyalty and diligence to the Company and all shareholders. Independent directors shall, in accordance with the provisions of laws and administrative regulations, the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the business rules of the Shanghai Stock Exchange and the Articles of Association, conscientiously perform their duties, play the roles of participating in decision-making, supervision and checks and balances, and professional consultation in the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 4 The Company shall convene, periodically or from time to time, meetings attended exclusively by all independent directors (hereinafter referred to as the "Independent Directors Special Meetings"). In principle, all independent directors shall be notified three days before the meeting. Where circumstances are urgent and an Independent Directors Special Meeting needs to be convened promptly, the meeting notice shall not be subject to the aforesaid time limit, provided that the convener shall provide an explanation at the meeting.

Article 5 An Independent Directors Special Meeting may be held only when two-thirds or more of the independent directors are present in person or by proxy. Where necessary, non-independent directors and senior management of the Company, as well as relevant persons involved in the proposals, may attend the Independent Directors Special Meeting, but non-independent directors shall have no voting rights on the meeting proposals.

Article 6 The Company shall convene at least one Independent Directors Special Meeting each year.

Article 7 An Independent Directors Special Meeting shall be convened and presided over by an independent director jointly nominated by more than one-half of the independent directors. If the convener fails to perform or is unable to perform their duties, two or more independent directors may convene the meeting themselves and elect a representative to preside.

Article 8 Voting at an Independent Directors Special Meeting shall be conducted on the basis of one vote per person. Voting shall be conducted by recorded ballot.

Article 9 An Independent Directors Special Meeting may be held on-site, by communication means (such as video or telephone), or by a combination of on-site and communication means.

Article 10 Independent directors shall attend meetings in person. If an independent director is unable to attend a meeting in person for any reason, they shall review the meeting materials in advance, form clear opinions, and authorize another independent director in writing to attend on their behalf. Where an independent director authorizes another independent director to attend the meeting and exercise voting rights on their behalf, an authorization letter shall be submitted to the presiding officer of the meeting. The authorization letter shall be submitted to the presiding officer before voting at the meeting.

Article 11 The authorization letter shall be signed by both the authorizing person and the authorized person and shall include at least the following:

(1) Name of the authorizing person;

(2) Name of the authorized person;

(3) Matters entrusted for agency;

(4) Instructions on exercising voting rights on the meeting proposals (approval, objection or abstention), and a statement as to whether the authorized person may vote at their own discretion where no specific instructions are given;

(5) Term of the authorization;

(6) Date of signing of the authorization letter.

Article 12 The following matters shall be discussed and reviewed at an Independent Directors Special Meeting and may be submitted to the Board of Directors for deliberation only after being approved by more than one-half of all independent directors:

(1) Related party transactions required to be disclosed;

(2) Proposals for the Company and relevant parties to change or waive commitments;

(3) Decisions and measures taken by the board of directors of the acquired company in response to the acquisition;

(4) Other matters stipulated by laws, administrative regulations, CSRC provisions and the Articles of Association.

Article 13 Before independent directors exercise the following special powers, the matter shall be deliberated at an Independent Directors Special Meeting and approved by more than one-half of all independent directors:

(1) Independently engage intermediary institutions to conduct audits, consultations or verifications on specific matters of the Company;

(2) Propose to the Board of Directors the convening of an extraordinary Shareholders' Meeting;

(3) Propose the convening of a Board of Directors meeting.

Where independent directors exercise the powers listed in the first paragraph, the Company shall promptly disclose the same. If the aforesaid powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Article 14 A notice of an Independent Directors Special Meeting shall include at least the following:

(1) Time and method of convening the meeting;

(2) Participants;

(3) Proposals to be discussed at the meeting;

(4) Date of the meeting notice.

Article 15 The Secretary of the Board of Directors shall be responsible for arranging Independent Directors Special Meetings. Meeting minutes shall be kept and shall include the following:

(1) Date and place of the meeting and the name of the convener;

(2) Names of the independent directors present;

(3) Proposals deliberated;

(4) Voting method and voting results for each resolution (the voting results shall state the number of votes for, against and abstaining);

(5) Conclusive opinions expressed by the independent directors.

Article 16 Independent directors shall express independent opinions at Independent Directors Special Meetings. The types of opinions include approval, reservations and the reasons therefor, opposition and the reasons therefor, and inability to express an opinion and the obstacles thereto. Any independent director expressing a reservation, opposition or inability to express an opinion shall clearly state the reasons. The opinions expressed shall be clear and unambiguous.

Article 17 Meeting files shall be established for Independent Directors Special Meetings. The files shall include meeting notices, meeting materials, authorization letters for independent directors attending on behalf of others (if any), ballots, meeting resolutions, meeting minutes signed and confirmed by the independent directors attending the meetings, and other materials. The Secretary of the Board of Directors shall be responsible for keeping the meeting files, which shall be retained for at least ten years.

Article 18 The Company shall ensure that Independent Directors Special Meetings are convened and provide the necessary working conditions. Before Independent Directors Special Meetings are convened, the Company shall provide materials on the Company's operations and organize or cooperate in conducting on-site inspections and other work. The Company shall provide independent directors with the necessary working conditions and staff support for the performance of their duties, and designate dedicated personnel to assist in convening Independent Directors Special Meetings.

The Company shall bear the expenses required for engaging professional institutions as requested by Independent Directors Special Meetings and for independent directors' exercise of other powers.

Article 19 Independent directors attending a meeting shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose relevant information without authorization.

Article 20 When an independent director submits an annual report on the performance of duties to the Company's annual Shareholders' Meeting to explain the performance of their duties, the annual report on the performance of duties shall include the work performed by the Independent Directors Special Meetings.

Article 21 Matters not covered in these Rules of Procedure shall be governed by the relevant national laws, regulations and the Articles of Association. If these Rules of Procedure are inconsistent with the relevant provisions of laws, regulations, normative documents or the Articles of Association, the relevant laws, regulations, normative documents and the Articles of Association shall prevail.

Article 22 The power of interpretation of these Rules of Procedure shall vest in the Board of Directors of the Company.

Article 23 These Rules of Procedure shall become effective and be implemented upon approval by the Board of Directors. The same shall apply to any amendments.

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