



# ENN Natural Gas Co., Ltd.

(Stock Code: 600803)

## Rules of Procedure for Independent Director Special Meetings

**Article 1** To further improve the corporate governance structure of ENN Natural Gas Co., Ltd. (hereinafter referred to as the “Company”), and fully perform the role of independent directors in corporate governance, in accordance with the “Company Law of the People’s Republic of China”, “Corporate Governance Standards for Listed Companies”, “Management Measures for Independent Directors of Listed Companies”, “Listing Rules of Shanghai Stock Exchange”, “Shanghai Stock Exchange Self Discipline Supervision Guidelines for Listed Companies No.1 - Standardized Operation” and other laws, regulations, normative documents and the relevant provisions of the “ENN Natural Gas Articles of Association” (hereinafter referred to as the “Articles of Association”), and in combination with the actual situation of the Company, these rules of procedure are formulated.

**Article 2** An independent director refers to a director who does not hold any other positions in the Company, and has no direct or indirect interest relationship with the Company and its major shareholders or actual controllers, or any other relationship that may affect his or her independent and objective judgment..

**Article 3** Independent directors owe a duty of loyalty and diligence to the Company and all shareholders. They should perform their duties conscientiously in accordance with laws, administrative regulations, regulations of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), business rules of the Shanghai Stock Exchange, and provisions of the “Articles of Association”. They should perform a role in decision-making, supervisory balance, and professional consultation in the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholder.

**Article 4** The Company should regularly or irregularly convene meetings attended by all independent directors (hereinafter referred to as “Independent Directors Special

Meetings”). In principle, all independent directors should be notified three days before the meeting. If a Independent Directors Special Meeting needs to be convened as soon as possible due to urgent circumstances, the meeting notice is not subject to the aforementioned time limit, but the convener should explain it at the meeting.

**Article 5** Independent Directors Special Meetings can be held only when more than two-thirds of the independent directors attend or delegate to attend. If necessary, non-independent directors and senior managers of the Company and relevant personnel involved in the proposal can attend the Independent Directors Special Meetings, but non-independent directors do not have voting rights on the meeting proposals.

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

**Article 7** Independent Directors Special Meetings are convened and presided over by an independent director elected by a majority of independent directors. If the convener does not perform his duties or cannot perform his duties, two or more independent directors can convene and elect a representative to preside over the meeting.

**Article 8** In the Independent Directors Special Meetings, each person has one vote. The voting method is a roll-call vote.

**Article 9** Independent Directors Special Meetings can be held through on-site, communication methods, or a combination of on-site and communication methods.

**Article 10** Independent directors should attend the meeting in person. If they cannot attend the meeting in person due to reasons, they should review the meeting materials in advance, form clear opinions, and delegate other independent directors to attend in writing. If an independent director delegates another independent director to attend the meeting and exercise the right to vote, he or she should submit a written authorization to the meeting chairperson. The authorization should be submitted to the meeting chairperson before the meeting vote.

**Article 11** The written authorization should be signed by the principal and the agent, and should at least include the following contents:

1. Name of the principal;

2. Name of the agent;
3. Matters of agency delegation;
4. Instructions for exercising voting rights on meeting proposals (agree, oppose, or abstain) and whether the agent can vote according to his/her own will when no specific instructions are given;
5. Duration of the written authorization;
6. Date of signing written authorization.

**Article 12** The following matters should be discussed and reviewed at the Independent Directors Special Meetings, and submitted to the Board of Directors for review after more than half of all independent directors agree:

1. Related transactions that should be disclosed;
2. Proposals for changes or exemptions of commitments by the Company and related parties;
3. Decisions and measures taken by the Board of Directors of the acquired company regarding the acquisition;
4. Other matters stipulated by laws, administrative regulations, regulations of the CSRC, and the “Articles of Association”.

**Article 13** Before exercising the following special powers, independent directors should review them at the Independent Directors Special Meetings and obtain the agreement of more than half of all independent directors:

1. Independently hire intermediary agencies to audit, consult, or verify specific matters of the Company;
2. Propose to the Board of Directors to convene an interim shareholders’ meeting;
3. Propose to convene a Board of Directors meeting.

When independent directors exercise the powers listed in the first paragraph above, the Company should disclose it in a timely manner. If the above powers cannot be exercised normally, the Company should disclose the specific situation and reasons.

**Article 14** The notice of the Independent Directors Special Meetings should at least include the following contents:

1. Meeting time and method;
2. Participants;
3. Proposals to be discussed at the meeting;
4. Date of the meeting notice.

**Article 15** The Independent Directors Special Meetings are arranged by the secretary of the Board of Directors of the Company. There should be meeting records, which should include the following contents:

1. Date, location of the meeting, and name of the convener;
2. Names of the independent directors present;
3. Proposals under review;
4. Voting method and voting results for each resolution (the voting results should indicate the number of votes for agreement, opposition, or abstention);
5. Conclusive opinions expressed by independent directors.

**Article 16** Independent directors shall express independent opinions in the Independent Directors Special Meetings. The types of opinions include agreement, reservation of opinion and its reasons, opposition and its reasons, and inability to express an opinion and its obstacles. If a reservation of opinion, opposition, or inability to express an opinion is proposed, the relevant independent director should clearly explain the reasons. The opinions expressed should be clear and explicit.

**Article 17** Independent Directors Special Meetings shall have meeting archives, which include meeting notices, meeting materials, written authorization for independent directors to attend on behalf (if any), voting tickets, meeting resolutions, meeting records confirmed and signed by attending independent directors, etc. The secretary of the Board of Directors is responsible for preservation, and the meeting archives should be kept for at least ten years.

**Article 18** The Company should ensure the convening of Independent Directors Special Meetings and provide the necessary working conditions. The Company should ensure that independent directors are provided with Company operation information before convening special meetings, and organize or cooperate in conducting field investigations and other work. The Company should provide

necessary working conditions and personnel support for independent directors to perform their duties, and designate special personnel to assist in the convening of special meetings of independent directors.

The Company should bear the costs required when Independent Directors Special Meetings requires the hiring of professional institutions and the exercise of other powers.

**Article 19** All independent directors attending the meeting have the duty of confidentiality for the matters discussed at the meeting and can not disclose relevant information without authorization.

**Article 20** When independent directors submit annual work reports to the Company's annual shareholders' meeting and explain their performance of duties, the annual work report should include the work situation of the Independent Directors Special Meetings.

**Article 21** Matters not covered by these rules of system shall be implemented in accordance with relevant national laws, regulations, and the "Articles of Association". If these rules of system are inconsistent with relevant laws, regulations, normative documents, and provisions of the "Articles of Association", the provisions of relevant laws, regulations, normative documents, and the "Articles of Association" shall prevail.

**Article 22** The interpretation of these rules of system is the responsibility of the Company's Board of Directors.

**Article 23** These rules of system shall take effect and be implemented from the date of approval by the Company's Board of Directors, and the same applies to amendments.

ENN Natural Gas Co., Ltd.

Board of Directors

December 8, 2023