



ENN Natural Gas Co., Ltd.

(Stock Code: 600803)

Rules of Procedure for the Nomination Committee of the Board of Directors

Chapter I General Provisions

Article 1 To standardize the appointment of Company leaders, optimize the composition of the Board of Directors, and improve the Company's governance structure, in accordance with the "Company Law of the People's Republic of China", "Corporate Governance Standards for Listed Companies", "Shanghai Stock Exchange Self Discipline Supervision Guidelines for Listed Companies No.1 - Standardized Operation", "ENN Natural Gas Articles of Association" (hereinafter referred to as "Articles of Association") and other relevant regulations, the Company has specifically established a Nomination Committee of the Board of Directors and formulated these Rules of Procedure.

Article 2 The Nomination Committee of the Board of Directors is a specialized working body established by the Board of Directors, mainly responsible for selecting and making recommendations on the candidates, selection criteria, and procedures for the Company's directors and senior management.

Chapter II Personnel Composition

Article 3 The Nomination Committee shall consist of at least three members, with independent directors making up more than half.

Article 4 The members of the Nomination Committee are nominated by the chairman of the board, more than half of the independent directors, or one-third of all directors, and are elected by the Board of Directors.

Article 5 The Nomination Committee shall have one chairman (convener), who shall be an independent director and shall be responsible for presiding over the work of the committee. The chairman shall be elected from among the members and shall

be approved by the Board of Directors.

Article 6 The term of the Nomination Committee is consistent with the term of the Board of Directors. When the term of a member expires, they can be re-elected. If a member no longer serves as a director of the Company during the term, or a member who should be an independent director no longer has the independence stipulated in the “Articles of Association” and the “Management Measures for Independent Directors of Listed Companies”, they automatically lose their membership, and the committee shall supplement the number of members according to Articles 3 to 5 of these Rules of Procedure. If a member resigns or the proportion of independent directors in the committee does not comply with relevant laws, regulations, or the “Articles of Association”, the Company shall complete the by-election within 60 days to ensure that the composition of the committee complies with laws, regulations, and the “Articles of Association”.

Chapter III Duties and Powers

Article 7 The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing the candidates and their qualifications for directors and senior management, and making recommendations to the Board of Directors on the following matters:

1. Nomination or appointment or removal of directors;
2. Appointment or dismissal of senior management;
3. Other matters authorized by the Board of Directors and other matters stipulated by relevant laws, regulations, and the “Articles of Association”.

Article 8 The Nomination Committee is accountable to the Board of Directors, and the committee’s proposals are submitted to the Board of Directors for deliberation and decision. If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it should record the opinions of the Nomination Committee and the specific reasons for not adopting them in the Board of Directors’ resolution, and disclose them.

The controlling shareholder should fully respect the recommendations of the Nomination Committee without sufficient reasons or reliable evidence. Otherwise, they cannot propose alternative candidates for directors and senior management.

Chapter IV Decision-making Procedure

Article 9 The Nomination Committee, in accordance with relevant laws, regulations, and the “Articles of Association”, and in combination with the actual situation of the Company, studies the election conditions, selection procedures, and term of office of the Company’s directors and senior management, forms resolutions for record-keeping and submits them to the Board of Directors for approval, and implements them accordingly.

Article 10 The selection procedure for directors and senior management:

1. The Nomination Committee should actively communicate with relevant departments of the Company, review the Company’s needs for new directors and senior management, and form written materials;
2. The Nomination Committee can widely search for candidates for directors and senior management within the Company, holding (participating) enterprises, and the talent market;
3. Collect the profession, education, title, detailed work experience, and all part-time jobs of the preliminary selected candidates, and form written materials;
4. Seek the consent of the nominee to the nomination, otherwise, they cannot be considered as a candidate for director or senior management;
5. Convene a meeting of the Nomination Committee, and conduct a qualification review of the preliminary selected candidates based on the job requirements of directors and senior management;
6. Submit recommendations and related materials for director candidates and newly appointed senior management to the Board of Directors;
7. Carry out other follow-up work according to the decision and feedback of the Board of Directors.

Chapter V Rules of Procedure

Article 11 The Nomination Committee holds meetings annually according to actual conditions, and notifies all members three days before the meeting. The meeting is chaired by the chairman. If the chairman cannot attend, he can delegate another

member (independent director) to preside. If an urgent situation requires the Nomination Committee meeting to be convened as soon as possible, the meeting notice is not subject to the aforementioned time limit, but the convener should explain at the meeting.

Article 12 The Nomination Committee meeting can only be held if more than two-thirds of the members are present. Each member has one vote. The resolutions made at the meeting must be passed by a majority of all members.

The Nomination Committee should attend the meeting in person. If a member cannot attend the meeting in person due to reasons, they should review the meeting materials in advance, form clear opinions, and delegate in writing another member to attend the meeting and exercise the voting right on their behalf. The power of attorney should clearly define the scope of authorization, duration, and clear expression of intent (approval, opposition, abstention) on the meeting agenda. Each member can accept the delegation of at most one member. Independent directors cannot delegate non-independent directors to attend the meeting. The member attending the meeting on behalf shall exercise rights within the scope of authorization.

Article 13 The voting methods at the Nomination Committee meeting are by show of hands, voting, or communication voting.

Article 14 The Nomination Committee meeting can invite the Company's directors, supervisors, and other senior management to attend the meeting when necessary.

Article 15 If necessary, the Nomination Committee can hire intermediary agencies to provide professional opinions for its decision-making, with the costs being borne by the Company.

Article 16 The convening procedures, voting methods, and resolutions passed at the Nomination Committee meetings must comply with relevant laws, regulations, the "Articles of Association", and the provisions of these procedure.

Article 17 There should be records of the Nomination Committee meetings, and the members attending the meeting should sign the meeting records. The meeting records are kept by the secretary of the Company's Board of Directors, with a retention period of 10 years.

Article 18 The resolutions passed and the voting results of the Nomination

Committee meetings should be reported to the Company's Board of Directors in written form. The Company should disclose the review opinions of the Nomination Committee when it announces the notice of the shareholders' meeting for the election of independent directors at the latest.

Article 19 All members attending the meeting have a duty of confidentiality for the matters discussed at the meeting, and they cannot disclose relevant information without authorization.

Chapter VI Appendix

Article 20 Matters not covered by this Rules of Procedure shall be implemented in accordance with relevant national laws, regulations, normative documents, and relevant provisions of the "Articles of Association". If this procedure is 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 21 The revision and interpretation of this procedure shall be the responsibility of the Company's Board of Directors.

Article 22 This procedure takes effect from the date of approval by the Company's Board of Directors, and the same applies to revisions.

ENN Natural Gas Co., Ltd.

Board of Directors

December 8, 2023