HUZHOU GAS CO., LTD.
WORKING RULES OF THE STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to accommodate the needs of strategic development of Huzhou Gas Co., Ltd. (hereinafter referred to as the "Company"), strengthen its core competitiveness, determine its development plans, improve its procedures for making investment decisions, enhance the scientificity of its decision-making process, improve the effectiveness and quality of material investment decisions and optimize the corporate governance structure, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws and regulations, as well as the Articles of Association of Huzhou Gas Co., Ltd. (hereinafter referred to as the "Articles of Association"), the Company hereby establishes the Strategy Committee of the Board of Directors (hereinafter referred to as the "Strategy Committee") and formulates these Working Rules.

Article 2 The Strategy Committee is a special working organ established by the Board, mainly responsible for studying and making recommendations on the Company's long-term development strategies and significant investment decisions.

CHAPTER 2 COMPOSITION OF PERSONNEL

Article 3 The Strategy Committee shall comprise at least three directors.

Article 4 The members of the Strategy Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent non-executive directors, or one-third of all directors, and is subject to election by the Board of Directors.

Article 5 The Strategy Committee shall have a convener, who shall be in charge of convening and presiding over Strategy Committee meetings. The convener shall be elected by more than half of all members and approved by the Board.

Article 6 The term of office of members of the Strategy Committees shall be the same as that of directors of the Board, and the members shall be eligible for re-election upon expiry of their term of office. If any member ceases to serve as a director of the Company during the term, he/she shall automatically lose his/her membership and the Board shall elect a replacement member in accordance with the relevant provisions of these Working Rules.

Article 7 A member shall not be removed from office without cause before the expiry of his or her term of office, unless he or she is prohibited from serving in accordance with the laws and regulations, the Listing Rules, the Articles of Association or these Working Rules.

Article 8 A member of the Strategy Committee may resign before the expiration of his or her term of office, and the resignation of a member shall be submitted to the Board of Directors. The resigned member shall continue to perform the relevant duties until the replacement member of the Strategy Committee takes office.

Article 9 The Strategy Committee may establish a working group dedicated to providing information about the Company's operations, investment, business plans and strategies. The Securities Affairs Department is responsible for preparing Strategy Committee meetings and implementing the relevant resolutions of the Strategy Committee. The secretary of the Board of Directors shall be responsible for the specific coordination between the Strategy Committee and the Board of Directors.

CHAPTER 3 TERMS OF REFERENCE

Article 10 The major terms of reference of the Strategy Committee are:

(i) to conduct research and make recommendations to the Board on the mid – and long-term development strategy and their feasibility;

(ii) to study and make recommendations to the Board on the Company's investment plans, major business decisions, and investment return projections;

(iii) to evaluate and oversee the implementation status of strategies, plans, and measures adopted by the Strategy Committee and the Board;

(iv) to supervise the integration and implementation of the Company's ESG strategies and goals in business operations, and regularly evaluate their implementation effectiveness;

(v) to be responsible for reviewing and approving the Company's annual ESG report and other important ESG information disclosures to ensure their completeness, accuracy and compliance;

(vi) other matters as authorised by the Board of Directors.

Article 11 The Strategy Committee shall be accountable to and report proposals to the Board, which are further considered and decided by the Board.

CHAPTER 4 RULES OF PROCEDURE

Article 12 The Strategy Committee shall meet at least once a year, and seven days' notice shall be given to all members prior to each meeting, but the aforementioned notice period may be waived or abridged by unanimous agreement of all members. The meeting shall be chaired by the convener, who may delegate another member to chair the meeting if the convener is unable to attend.

Meetings of the Strategy Committee shall be attended by members in person. If a member is unable to attend, he/she may appoint another member in writing to attend on his/her behalf. Where a member does not attend a meeting of the Strategy Committee nor appoint a representative to attend, he/she shall be deemed to have abstained from voting at that meeting.

If any member of the Strategy Committee fails to attend in person nor appoint other directors as his/her representative to attend meetings of the Strategy Committee for two consecutive times, such member shall be deemed to have failed to perform his/her duties, and the members of the Strategy Committee shall propose the Board to replace such member.

Article 13 Meetings of the Strategy Committee shall be held in the presence of at least more than two-thirds of the members; resolutions made at meetings shall be passed by more than half of all members.

Article 14 Voting at meetings of the Strategy Committee shall be by way of poll and each member shall have one vote.

Article 15 If necessary, the Strategy Committee may also invite other directors or senior management of the Company to present at its meetings.

Article 16 If necessary, the Strategy Committee may engage legal, financial or other consultants to issue independent professional advice, and the costs incurred in doing so shall be borne by the Company.

Article 17 The procedures for holding meetings of the Strategy Committee, the voting methods and the resolutions passed at the meetings must comply with the provisions of relevant laws and regulations, the Articles of Association and these Working Rules.

Article 18 The Strategy Committee shall prepare minutes of its meetings. Members present at the meeting shall sign their names on the minutes of meeting. The minutes of the meeting shall be kept by the secretary of the Board of Directors for a period of not less than ten years.

Article 19 Any resolutions passed or the results of a poll taken at a meeting of the Strategy Committee shall be reported in writing to the Board of Directors.

Article 20 All members of the Strategy Committee shall keep the discussed matters confidential and shall not disclose the relevant information to any party except for the directors of the Company without authorisation by the Board of Directors.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 21 The right to interpret these Working Rules shall reside with the Board of Directors.

Article 22 Any matters not covered herein shall be dealt with in accordance with relevant laws and regulations of the PRC and the Articles of Association. If these Working Rules contravene any laws and regulations promulgated by the PRC in the future or the Articles of Association as amended through lawful procedures, the relevant laws and regulations of the PRC and the Articles of Association shall prevail. These Working Rules shall be immediately revised and submitted to the Board for consideration and approval.

Article 23 These Working Rules shall take effect from the date on which they are considered and approved by the Board of Directors.