

深圳市精译翻译有限公司
Shenzhen Transwell Translation Co., Ltd.

Room 711, Huixiu Unit, Huibing Residential
Community, Nanshan District, Shenzhen City, PRC
Tel: 86-13751127577
Email: sales@transwell.com.cn

CERTIFICATION OF TRANSLATION

Original text full file name:

7. Rules of Procedure for the Board of Directors of Ugreen Group Limited – August 2025

Translation full file name:

7. Rules of Procedure for the Board of Directors of Ugreen Group Limited – August 2025-
English translation

This is to certify that the attached documents in the English language with the above title are a true and accurate translation, and has the same meaning as the text of the original documents in the Chinese language to the best of my knowledge and belief. This translation was performed and edited by a Chinese to English professional translator.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct; and further declare that I am aware that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 1001 of Title 18 of the United States Code.

Executed this October 5, 2026


Xiaoju CAO

Shenzhen Transwell Translation Co., Ltd. uses all available measures to ensure the accuracy of each translation but shall not be held liable for damages due to error or negligence in translation or transcription.

Ugreen Group Limited

Rules of Procedure of the Board of Directors

Chapter I General Provisions

Article 1 These *Rules of Procedure of the Board of Directors* are adopted by Ugreen Group Limited (the "Company") in accordance with the *Company Law of the People's Republic of China* (the "Company Law"), the *Securities Law of the People's Republic of China* (the "Securities Law"), the *Articles of Association of Ugreen Group Limited* (the "Articles of Association") and other relevant provisions to further regulate the deliberation methods and decision-making procedures of the Board of Directors of the Company, ensure the effective performance of the duties of the directors and the Board of Directors, and ensure compliant operation and sound decision-making of the Board of Directors of the Company.

Article 2 The Board of Directors shall be accountable to the shareholders' meeting and shall exercise the functions and powers conferred by laws, administrative regulations, departmental rules, the *Articles of Association* and the shareholders' meeting.

Article 3 The Board of Directors shall establish a Securities Affairs Department to handle the daily affairs of the Board of Directors.

The Secretary of the Board of Directors shall concurrently serve as the head of the Securities Affairs Department and shall have custody of the seal of the Board of Directors.

Chapter II Composition and Functions and Powers of the Board of Directors

Article 4 The Board of Directors is the standing decision-making body of the Company. It shall exercise the functions and powers vested in it by the laws and

regulations, the *Articles of Association*, and the shareholders' meeting, and be accountable to the shareholders' meeting. Board meetings are the primary means by which the Board of Directors conducts its deliberations. Attendance by directors at meetings of the Board of Directors in accordance with the relevant provisions is the basic way in which directors perform their duties.

Article 5 The composition of the Board of Directors of the Company shall be determined in accordance with the *Articles of Association*.

Article 6 The Board of Directors shall exercise its functions and powers within the scope specified by the *Articles of Association*.

Article 7 The Chairman and the Vice Chairman of the Board of Directors shall exercise their functions and powers within the scope specified by the *Articles of Association*.

The Board of Directors shall have an Audit Committee to exercise the powers and functions of the Board of Supervisors as stipulated in the *Company Law*. The Board of Directors shall have a Remuneration and Appraisal Committee, a Nomination Committee, and a Strategy and ESG Committee, which shall perform their duties in accordance with the *Articles of Association* and the authorization of the Board of Directors. Proposals from the special committees shall be submitted to the Board of Directors for consideration and decision. The number of members of each committee shall be an odd number and shall not be fewer than three (3). The Audit Committee shall be composed of directors who do not serve as senior executives of the Company, with independent directors constituting the majority, and an independent director with accounting expertise shall serve as the convener. For the Nomination Committee and the Remuneration and Appraisal Committee, independent directors shall constitute the majority of the members and serve as the conveners thereof. The convener of the Strategy and ESG Committee shall be the Chairman of the Board of Directors.

Article 8 Each special committee may retain professional advisors to provide expert opinions, with the relevant expenses to be borne by the Company.

Article 9 Each special committee shall be accountable to the Board of Directors. The proposals from each special committee shall be submitted to the Board of Directors for review and decision.

Chapter III Proposals of the Board of Directors

Article 10 The Board of Directors shall exercise its functions and powers through meetings of the Board of Directors. Meetings of the Board of Directors consist of regular and ad-hoc meetings.

The Board of Directors shall hold at least two (2) regular meetings each year which shall be convened by the Chairman, with written notice given to all directors ten (10) days prior to the date of the meeting.

An ad-hoc meeting of the Board of Directors may be convened if it is proposed by the shareholder(s) representing one-tenth (1/10) or more of the voting rights, one-third (1/3) or more of the directors, or the Audit Committee. The Chairman shall convene and preside over a meeting of the Board of Directors within ten (10) days after receiving the abovementioned proposal.

Article 11 Proposals submitted shall be subject to the following standards.

Where it is proposed to convene an ad-hoc meeting of the Board of Directors, a written proposal signed (or sealed) by the proposer shall be submitted to the Chairman of the Board of Directors directly or through the Securities Affairs Department. The written proposal shall specify the following:

1. the name or title of the proposer;
2. the reasons for the proposal or the objective grounds on which the proposal is based;
3. the time or time limit, the venue, and the manner of convening the proposed meeting;
4. a clear and specific proposal item; and

5. the proposer's contact information and the date of the proposal.

The content of the proposal shall fall within the scope of the functions and powers of the Board of Directors as prescribed in the *Articles of Association*, and the materials relating to the proposal shall be submitted together with the proposal. Where the Chairman of the Board of Directors considers that the content of the proposal is not clear or specific, or that the relevant materials are inadequate, the Chairman may request the proposer to modify or supplement the same.

The Chairman of the Board of Directors shall convene and preside over a meeting of the Board of Directors within ten (10) days after receiving the abovementioned proposal.

Article 12 Convening and Presiding over Meetings

Meetings of the Board of Directors shall be convened and presided over by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable or fails to perform the duty of convening a meeting of the Board of Directors, it shall be convened and presided over by the Vice Chairman of the Board of Directors. If the Vice Chairman of the Board of Directors is unable or fails to perform the duty of convening the meeting, it shall be convened and presided over by a director selected jointly by more than half (1/2) of all the directors.

Chapter IV Notice of the Meeting of the Board of Directors

Article 13 Where a regular meeting of the Board of Directors is to be held, the Securities Affairs Department shall deliver the notice of the meeting to all directors by written means such as direct delivery or facsimile ten (10) days prior to the date of the meeting.

Notice of an ad-hoc meeting of the Board of Directors shall be delivered by hand-delivery, communication (telephone, facsimile, mail, or email), or in writing five (5) days prior to the meeting date. In case of an emergency where a meeting of the Board of Directors is required to be convened immediately, the Company may convene an ad-hoc

meeting of the Board of Directors without being subject to the restrictions on the notice methods and time limit set out in the preceding paragraph, provided that the convener makes an explanation at the meeting.

Article 14 The written notice of the meeting of the Board of Directors shall include the following:

- (1) date and place of the meeting;
- (2) duration of the meeting;
- (3) matters and topics to be deliberated at the meeting; and
- (4) date of issuance of the notice.

Chapter V Convening of and Voting at the Meetings of the Board of Directors

Article 15 Preparation for Meetings

(1) The Secretary of the Board of Directors shall be responsible for the preparation for meetings of the Board of Directors.

(2) The Securities Affairs Department shall assist the Secretary to the Board of Directors in collecting and collating the proposals to be submitted to the Board of Directors for discussion and decision, and shall conduct a preliminary review of whether such proposals comply with the relevant requirements. Proposals may be submitted to the Board of Directors for discussion only after they have been reviewed and approved by the Chairman of the Board of Directors.

(3) The Secretary of the Board of Directors shall make all necessary arrangements for the meeting in advance, and shall promptly notify the directors of any changes.

(4) Where the Secretary of the Board of Directors is unable to perform his/her duties for any reason, the Chairman of the Board of Directors shall designate a specific person to temporarily perform the duties of the Secretary of the Board of Directors.

Article 16 The Board of Directors shall provide all directors with necessary materials for meetings. When convening a meeting of the Board of Directors, the Board of Directors shall issue the notice of the meeting and deliver to all directors the background materials relevant to the agenda items and the data that help the directors understand the progress of the Company's business.

Article 17 Where the Board of Directors considers that a certain important matter requires study, it may convene a working session of the Board of Directors prior to the convening of a meeting of the Board of Directors.

Article 18 Convening of Meetings

(1) A meeting of the Board of Directors shall be convened in the form of an on-site meeting. An ad-hoc meeting of the Board of Directors may be convened and resolutions may be adopted at such meeting by telephone, video conference, facsimile, or email, provided that the directors are given full opportunity to express their opinions, and resolutions so adopted at such meeting shall be signed by the directors present at such meeting. For any proposal to be deliberated and approved by the Board of Directors which does not necessitate extensive discussion and communication among directors, such proposal may be adopted by written circular resolutions.

(2) A meeting of the Board of Directors shall be duly held only if attended by more than half (1/2) of all directors.

The General Manager and the Secretary of the Board of Directors who is not a director shall attend the meetings of the Board of Directors as non-voting delegates. Where the convener of the meeting considers it necessary, he/she may invite other employees or consultants of the Company to attend the meeting of the Board of Directors as non-voting delegates and address the meeting.

(3) Meetings of the Board of Directors shall be attended by the directors in person. If a director is unable to attend a meeting of the Board of Directors for any reason, he/she may give a power of attorney to appoint another director as his/her proxy to attend such meeting on his/her behalf. The power of attorney shall specify the proxy's

name, the matters delegated, the authority granted, and the validity period of authority, and shall be signed or stamped by the principal. The proxy attending a meeting on behalf of the director shall exercise his/her rights within the scope of authority.

Any director who fails to attend a meeting of the Board of Directors in person or by proxy shall be deemed to have waived his/her right to vote at that meeting.

Any director who fails to attend two consecutive meetings of the Board of Directors in person or by proxy shall be deemed unable to perform his/her duties, and the Board of Directors shall recommend that the shareholders' meeting remove such director from his/her office.

Independent directors shall attend meetings of the Board of Directors in person. Where an independent director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and entrust another independent director in writing to attend on his/her behalf.

Where an independent director fails to attend two consecutive meetings of the Board of Directors in person or by proxy of another independent director, the Board of Directors shall propose to convene a shareholders' meeting to remove such independent director from his/her office within thirty (30) days from the date of occurrence of such circumstance.

Article 19 The following principles shall apply to a director appointing another director to attend, and being entrusted to attend, a meeting of the Board of Directors:

(1) In the absence of special reasons, a director shall attend a meeting of the Board of Directors in person. Where a director is unable to attend in person for any reason, he/she shall prudently select and appoint another director in writing to attend on his/her behalf. An independent director shall appoint another independent director to attend on his/her behalf.

(2) In the deliberation of matters involving related-party transactions, an interested director shall not appoint an interested director to attend on his/her behalf, nor shall an interested director accept the entrustment of a non-interested director.

(3) A director shall not delegate another director to attend a meeting of the Board of Directors on his/her behalf without stating his or her own personal opinion on the proposal and voting intention, nor shall the relevant director accept any discretionary proxy or other proxy with unclear authorization.

(4) Where a director entrusts another director to sign a written confirmation of a periodic report on his/her behalf, the director shall make a special authorization in the power of attorney.

(5) A director shall not accept proxies from more than two (2) directors, nor shall a director delegate a director who has already accepted proxies from two (2) other directors to attend on his/her behalf.

Article 20 Deliberation of Proposals

(1) Upon the commencement of a meeting of the Board of Directors, the chairperson of the meeting shall first announce the agenda and preside over the deliberations in accordance with the agenda. The Board of Directors shall vote on each matter submitted for deliberation on an item-by-item basis.

(2) The chairperson of the meeting shall invite the directors attending the meeting of the Board of Directors to express clear opinions on the proposals.

(3) During the deliberation of the relevant plans, proposals and reports at a meeting of the Board of Directors, the Board of Directors may request relevant persons to attend the meeting as non-voting delegates so as to be heard or to be inquired of regarding the relevant circumstances, or to hear their opinions, thereby facilitating the proper making of resolutions.

(4) Where a director repeatedly makes statements on the same proposal, or makes statements beyond the scope of the proposal, thereby affecting the statements of other directors or impeding the normal conduct of the meeting, the chairperson of the meeting shall promptly stop such conduct.

(5) Unless the unanimous consent of all directors present at the meeting is obtained, no vote shall be taken at a meeting of the Board of Directors on any proposal

not included in the notice of the meeting. A director who accepts the entrustment of another director to attend a meeting of the Board of Directors on his/her behalf shall not vote on behalf of the appointing director on any proposal not included in the notice of the meeting.

(6) If a director has a related-party relationship with an enterprise involved in a matter to be resolved at a meeting of the Board of Directors, such director shall not exercise the right to vote on such resolution, nor act as a proxy for other directors to exercise the right to vote on such resolution. Such meeting of the Board of Directors shall be duly held if attended by more than half (1/2) of all non-interested directors, and resolutions adopted at such meeting shall be approved by more than half (1/2) of all non-interested directors. Where the number of non-interested directors present at a meeting of the Board of Directors is less than three (3), the matter to be resolved at such meeting shall be submitted to the shareholders' meeting for deliberation.

For the purposes of the preceding paragraph, an interested director includes any director who:

1. is the counterparty to the transaction;
2. holds a position in the counterparty to the transaction, or in a legal person or other organization that directly or indirectly controls or is directly or indirectly controlled by the counterparty to the transaction;
3. has direct or indirect control over the counterparty to the transaction;
4. a close family member of the counterparty to the transaction or of a person who directly or indirectly controls the counterparty to the transaction, including spouse, children aged 18 or above and spouses thereof, parents and parents-in-law, siblings and spouses thereof, siblings of spouses, and parents of children's spouses;
5. a close family member of the directors, supervisors, and senior executives of the counterparty to the transaction or of a person who directly or indirectly controls the counterparty to the transaction, including spouse, children aged 18 or above and spouses

thereof, parents and parents-in-law, siblings and spouses thereof, siblings of spouses, and parents of children's spouses; and

6. persons who, as determined by the Company, may have their independent business judgment affected due to other reasons.

(7) A director shall carefully review the relevant meeting materials and express his/her opinions independently and prudently on the basis of a full understanding of the relevant circumstances.

Article 21 In any of the following circumstances, a director shall abstain from voting on a proposal:

(1) circumstances under which the director considers that he/she shall abstain from voting;

(2) other circumstances prescribed in the *Articles of Association* under which abstention is required by reason of the director being connected with the enterprise involved in the proposal under deliberation at the meeting.

In the case of abstention by a director, the meeting of the Board of Directors shall be duly held if attended by more than half (1/2) of all non-interested directors, and resolutions adopted at such meeting shall be approved by more than half (1/2) of all non-interested directors. Where the number of non-interested directors present at a meeting of the Board of Directors is less than three (3), no vote shall be taken on the matter to be resolved at such meeting, which shall be submitted to the shareholders' meeting for deliberation.

Article 22 Voting at Meetings

(1) After a proposal has been fully deliberated, the chairperson of the meeting shall, at the appropriate time, request the directors present at the meeting to vote on each proposal separately.

(2) Voting at meetings of the Board of Directors shall be conducted by a show of hands or by ballot, and each director shall be entitled to one (1) vote.

(3) A director's voting intention shall be one of consent, opposition and abstention. A director present at the meeting shall choose one of the above intentions. Where a director fails to make a choice, or chooses two (2) or more intentions at the same time, the chairperson of the meeting shall require the director to make a choice again; if the director refuses to make a choice, he/she shall be deemed to have abstained from voting. Where a director leaves the meeting place midway and does not return, and fails to make a choice, he/she shall be deemed to have abstained from voting.

(4) After the directors present at the meeting have completed voting, the relevant staff of the Securities Affairs Department shall promptly tally the voting results.

Where the meeting is held on-site, the chairperson of the meeting shall announce the tally results on the spot; in other circumstances, the chairperson of the meeting shall request the Secretary of the Board of Directors to notify the directors of the voting results before the end of the next working day following the expiry of the specified time for voting.

Any vote cast by a director after the chairperson of the meeting announces the voting results or after the expiry of the specified time for voting shall not be counted.

Article 23 Making of Resolutions

(1) Resolutions of the Board of Directors shall be adopted by the affirmative vote of more than half (1/2) of all the directors. Where the Board of Directors makes a resolution on matters of financial assistance and external guarantees, such resolution shall be approved by two-thirds (2/3) or more of the directors present at the meeting of the Board of Directors; where such matters exceed the decision-making authority of the Board of Directors, they shall be submitted to the shareholders' meeting for deliberation and approval. The Company shall not provide external guarantees without the approval of the Board of Directors or the shareholders' meeting.

(2) Directors shall sign the resolutions adopted by the Board of Directors and assume liability therefor. If a resolution deliberated and adopted at a meeting of the Board of Directors violates laws, administrative regulations, the *Articles of Association*,

or a resolution of the shareholders' meeting, the directors involved in the resolution shall be liable for severe losses suffered by the Company as a result. In this case, any director who is proved to have voted against the resolution and recorded it in the minutes of the meeting may be exempted from liability.

(3) The Board of Directors shall act strictly in accordance with the authorization by the shareholders' meeting and the *Articles of Association*, and shall not make any resolution beyond its authority.

Article 24 Postponement of Voting

Where half (1/2) or more of the directors present at the meeting consider that a proposal is unclear or insufficiently specific, or that they are unable to make a judgment on the matter due to other reasons such as inadequate meeting materials, the chairperson of the meeting shall postpone the voting on such matter.

A director who proposes a deferral of voting shall set out clear requirements as to the conditions to be satisfied before the proposal is resubmitted for deliberation.

Article 25 Minutes of Meetings

(1) The Secretary of the Board of Directors shall arrange for the staff of the Securities Affairs Department to keep minutes of each meeting of the Board of Directors. The minutes of a meeting of the Board of Directors shall include the following particulars:

1. the date, venue, and convener's name of the meeting;
2. the names of directors present and names of directors (proxies) who have been delegated by others to attend the meeting;
3. Agenda;
4. the key points of directors' remarks; and
5. the manner and result of voting on each matter deliberated, including the number of affirmative, negative, and abstention votes.

(2) The directors present at the meeting, the Secretary of the Board of Directors, and the person who records the minutes shall sign the meeting minutes. A director shall have the right to request that an explanatory statement be recorded in the minutes regarding his/her remarks made at a meeting of the Board of Directors.

(3) Where a meeting of the Board of Directors is convened by non-on-site means, the Secretary of the Board of Directors shall, within a convenient and appropriate time, require the directors who attended the meeting to sign the resolution and the minutes of the meeting of the Board of Directors afterwards.

(4) Where a director neither confirms by signature in accordance with the preceding paragraph nor makes a written statement of his/her dissenting opinion, he/she shall be deemed to have fully agreed to the content of the minutes of the meeting and the resolution.

Article 26 Implementation of Resolutions

The Chairman of the Board of Directors shall cause the relevant personnel to implement the resolutions of the Board of Directors, inspect the implementation thereof, and, at subsequent meetings of the Board of Directors, require the relevant personnel to report on the implementation of the resolutions adopted.

Article 27 Preservation of Meeting Documents

The archives of meetings of the Board of Directors, including notices of meetings and meeting materials, attendance registers, powers of attorney for attendance by proxy, voting ballots, minutes signed and confirmed by the directors present, meeting summaries, resolutions of meetings, and other relevant documents, shall be maintained by the Secretary of the Board of Directors for a period of ten (10) years.

Chapter VI Supplementary Provisions

Article 28 For the purposes of these Rules, unless the context otherwise requires, references to "at least", "or more" and "within" include the number itself, and "exceed", "less than", and "more than" do not include the number itself.

Article 29 Matters not covered by these Rules shall be governed by the relevant provisions of the applicable laws, administrative regulations, departmental rules, other normative documents and the *Articles of Association*.

Article 30 In the event of any conflict between these Rules and the *Articles of Association*, the provisions of the *Articles of Association* shall prevail.

Article 31 These Rules shall come into effect and be implemented as of the date of approval by deliberation at the shareholders' meeting.

Article 32 Any amendment to these Rules shall be subject to the approval of the shareholders' meeting.

Article 33 These Rules shall be construed by the Board of Directors of the Company.

Ugreen Group Limited

August, 2025