SHANGHAI ABLE DIGITAL SCIENCE&TECH CO., LTD.

RULES OF PROCEDURE FOR THE GENERAL MEETING

CHAPTER I GENERAL PROVISIONS

Article 1 To safeguard the legitimate rights and interests of Shanghai Able Digital Science&Tech Co., Ltd. (hereinafter referred to as the "**Company**") and its shareholders, and to regulate the organization and conduct of the general meeting of the Company, these Rules of procedures (the "**Rules**") are formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as the "Hong Kong Listing Rules", and The Stock Exchange of Hong Kong Limited hereinafter referred to as the "**Hong Kong Stock Exchange**") and other relevant laws, regulations and regulatory documents, as well as the Articles of Association of Shanghai Able Digital Science&Tech Co., Ltd. (《上海卓越睿新數碼科技股份有限公司章程》) (hereinafter referred to as the "**Articles of Association**").

Article 2 The Company shall strictly adhere to the relevant provisions of the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed and these Articles of Association when convening the general meeting, ensuring that the shareholders can exercise their rights in accordance with the law.

Article 3 The board of directors (the "**Board**") of the Company shall earnestly perform its duties and shall organize the general meeting diligently and in a timely manner. All directors of the Company shall act with due diligence to ensure the proper convening of the general meeting and the lawful exercise of powers.

CHAPTER II GENERAL PROVISIONS FOR THE GENERAL MEETING

Article 4 The general meeting shall exercise its powers within the scope prescribed by the Company Law and other laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange where the Company's shares are listed and these Articles of Association.

Article 5 General meetings shall be divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding accounting year. Extraordinary general meetings shall be convened on a non-periodic basis.

Article 6 The Company shall convene an extraordinary general meeting within two months after the occurrence of any one of the following circumstances:

(i) where the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by these Articles of Association;

(ii) where the unrecovered losses of the Company amount to one-third of its total share capital;

(iii) where shareholder(s), individually or collectively, holding more than 10% of the voting shares of the Company request(s) in writing;

(iv) where the Board considers it necessary;

(v) where the supervisory committee proposes to convene such a meeting;

(vi) other circumstances stipulated by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or these Articles of Association.

Article 7 If the laws, administrative regulations, departmental rules, Hong Kong Listing Rules, and regulatory rules of the place where the Company's shares are listed expressly require that a lawyer be present to witness the general meeting and issue a legal opinion, the Company shall engage a lawyer to issue a legal opinion and make an announcement in respect of the following matters after convening the general meeting:

(i) whether the procedures for convening and holding the meeting comply with the laws, administrative regulations, the Rules and these Articles of Association;

(ii) whether the eligibility of the participants and the convener are lawful and valid;

(iii) whether the voting procedures and the voting results of the general meeting are lawful and valid;

(iv) legal opinions on other relevant matters as requested by the Company.

CHAPTER III CONVENING OF THE GENERAL MEETING

Article 8 The Board shall convene the general meeting in a timely manner within the time limits specified in Article 5 and Article 6 of the Rules.

Article 9 The independent (non-executive) directors shall have the right to propose to the Board to convene an extraordinary general meeting. In response to a proposal by an independent (non-executive) director to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, give a written response as to whether it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after resolution of the Board is passed; if the Board does not agree to convene the extraordinary general meeting, it shall make announcement with relevant explanations.

Article 10 The supervisory committee shall have the right to propose to the Board to convene an extraordinary general meeting. Such proposal shall be made to the Board in writing. The Board shall give a written response as to whether it agrees to convene such an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations and these Articles of Association.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after resolution of the Board is passed. Any change made to the original proposal in the notice shall be approved by the supervisory committee.

If the Board does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the proposal, it shall be deemed that the Board is unable to perform or fails to perform its duty to convene a general meeting, the supervisory committee may convene and preside over the meeting by itself.

Article 11 Shareholder(s) individually or collectively holding more than 10% of the Company's shares shall have the right to request the Board to convene an extraordinary general meeting and propose resolutions at the meeting. Such request shall be made in writing. The Board shall decide on and give a written response to the shareholder(s) as to whether to convene such an extraordinary general meeting within 10 days upon receipt of the request.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after resolution of the Board is passed. Any change made to the original request in the notice shall be approved by the relevant shareholders.

If the Board does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the request, the shareholder(s) individually or collectively holding more than 10% of the Company's shares shall have the right to propose to the supervisory committee to convene the extraordinary general meeting and propose resolutions at the meeting. Such request shall be made to the supervisory committee in writing.

If the supervisory committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days upon receipt of the request. Any change made to the original request in the notice shall be approved by the relevant shareholders.

If the supervisory committee fails to issue a notice of the general meeting within a specified period, it shall be deemed that the supervisory committee shall not convene and preside over the general meeting, the shareholder(s) individually or collectively holding more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by himself/herself/themselves.

Article 12 If the supervisory committee or shareholders decide(s) to convene the general meeting by itself/themselves, it/they shall issue a written notice to the Board and at the same time file with the stock exchange of the place where the Company's shares are listed.

Prior to the announcement of the resolutions of the general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the Company's shares.

The supervisory committee or the convening shareholder(s) shall submit the relevant supporting documents to the stock exchange of the place where the Company's shares are listed when issuing the notice of the general meeting and publishing the announcement of the resolutions of the general meeting.

Article 13 As for the general meeting convened by the supervisory committee or shareholders, the Board and the secretary of the Board shall coordinate accordingly. The Board shall provide the register of shareholders as of the equity registration date.

Article 14 All necessary expenses incurred by the supervisory committee or the shareholders to convene the general meeting shall be borne by the Company.

CHAPTER IV PROPOSALS AND NOTICES OF THE GENERAL MEETING

Article 15 The contents of a proposal shall be within the terms of reference of the general meeting, have definite themes and specific matters for resolutions, as well as be in compliance with the relevant requirements of the laws, administrative regulations and these Articles of Association.

Article 16 The Board, the supervisory committee, and shareholder(s) individually or collectively holding more than 1% of the Company's shares shall have the right to make a proposal to the Company at a general meeting of the Company in writing.

Shareholders individually or collectively holding more than 1% of the Company's shares may submit ad hoc proposed resolutions in writing to the Board 10 days before the convening of the general meeting, whereas the provisional proposals should have definite themes and specific matters for resolutions. The convener shall issue a supplementary notice of the general meeting, announcing the contents of such provisional proposals within two days after receipt thereof, and submitting the provisional proposal to the general meeting for consideration; except where the provisional proposal is in violation of the provisions of the laws, administrative regulations or these Articles of Association, or does not fall within the terms of reference of the general meeting.

Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposals already specified in the notice of the general meeting or add new proposals subsequent to the announcement of the notice of the general meeting.

Proposals which are not specified in the notice of the general meeting or which do not comply with Article 15 of the Rules shall not be voted on and resolved at the general meeting.

Article 17 Where the Company convenes an annual general meeting, the convener shall notify shareholders by announcement 20 days prior to the date of the annual general meeting and 15 days prior to the date of the extraordinary general meeting. The above-mentioned deadline should not include the day on which the meeting is held, but include the day the notice is issued. If the laws, regulations and the securities regulatory authority of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 18 Notice of the general meeting shall comply with the following requirements:

(i) the date, venue, and duration of the meeting;

(ii) matters and proposals to be considered at the meeting;

(iii) an express statement that any ordinary shareholder (including shareholders of preference shares with voting rights restored) is entitled to attend the general meeting, and to appoint one or more proxy(ies) to attend and vote on his/her behalf at the meeting, and that a proxy need not be a shareholder of the Company. Such shareholder(s) shall be deemed to be present in person at any such meeting if a proxy so authorized is present thereat;

(iv) the record date for determining the shareholders who are entitled to attend the general meeting;

(v) the name and phone number of the coordinator of the meeting;

(vi) the time and procedures for voting online or by other means;

(vii) other circumstances stipulated in the laws, administrative regulations, departmental rules, the rules of securities regulation of the place where the Company's shares are listed and these Articles of Association.

Article 19 The notice and supplementary notice of the general meeting shall fully and completely disclose all details of the proposals therein, as well as all information or explanations necessary for shareholders to make reasonable judgment on the matters to be considered. Where the proposed matters require independent (non-executive) directors to express their opinions, the opinions of the independent (non-executive) directors and the reasons therefor shall be disclosed at the same time as the notice or supplementary notice of the general meeting being issued.

Article 20 If the elections of directors and supervisors are intended to be considered at the general meeting, the notice of the general meeting shall fully disclose the details of the candidates for directors and supervisors, and shall at least include the following particulars:

(i) personal particulars, such as education background, work experience and any part-time work undertaken;

(ii) whether there is any connected/related relationship with the Company or with the controlling shareholders and de facto controllers of the Company;

(iii) disclosure of their shareholding in the Company;

(iv) whether they have been penalized by the CSRC and other relevant authorities and subject to the disciplinary actions imposed by stock exchanges;

(v) information on newly appointed, re-elected or re-designated directors or supervisors that is required to be disclosed under the rules of securities regulation of the place where the Company's shares are listed.

Unless a director or shareholder representative supervisor is elected via the cumulative voting system, each candidate for director or shareholder representative supervisor shall be proposed via a single proposal.

Article 21 After the notice of convening the general meeting sent out, the general meeting shall not be postponed or cancelled and the proposal listed in the notice of general meeting shall not be cancelled without justifiable causes. In the event of any postponement or cancellation of the meeting, the Company or the convener shall make an announcement and explain the reasons in accordance with the laws and regulations and the rules of securities regulation of the place where the Company's shares are listed. Where the general meeting is postponed, the date of the postponed meeting shall be announced in the notice.

CHAPTER V HOLDING OF THE GENERAL MEETING

Article 22 The Board of the Company and other conveners shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to suppress any behaviour disturbing the general meeting, picking quarrels and stirring up trouble or infringing the lawful rights and interests of the shareholders, and such acts shall be promptly reported to the relevant authorities for investigation and prosecution.

Article 23 When convening a general meeting, in addition to voting at the on-site meeting, the Company may provide shareholders with online voting or other means to facilitate their participation in the general meeting (if applicable). Shareholders participating in the general meeting through the aforesaid means shall be deemed as present.

Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint one or more proxy(ies) to attend and exercise voting rights on their behalf within definite authorizations. Such authorized person(s) shall enjoy the same statutory rights as other shareholders, including the right to speak and to vote. Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint another person to attend and exercise voting rights on their behalf within definite authorizations, and such representative is not required to be a shareholder of the Company.

Article 24 When the general meeting considers material matters affecting the interests of minority investors, the votes of such minority investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange where the Company's shares are listed, or the provisions of these Articles of Association.

The Board of the Company, independent (non-executive) directors, shareholders holding more than 1% of voting shares, or investor protection institutions established in accordance with the laws, administrative regulations, or the requirements of the CSRC (hereinafter referred to as "**Investor Protection Institutions**") may act as soliciting persons, who may, either independently or by entrusting securities companies or securities service institutions, publicly request the shareholders of the Company to authorize them to attend the general meeting on their behalf and exercise shareholders' rights such as the right to propose and the right to vote.

Where shareholders' rights are solicited pursuant to the preceding paragraph, the soliciting persons shall disclose the solicitation documents, and the Company shall cooperate accordingly. Public solicitation of shareholders' rights through remuneration or disguised remuneration is prohibited.

The term "major matters affecting the interests of minority investors" as used in this Article refers to profit distribution, adjustments to profit distribution policies, merger and division of the Company, and matters requiring independent (non-executive) directors of the Company to express independent opinions.

Article 25 All shareholders registered on the register of shareholders on the equity registration date or their proxies shall be entitled to attend the general meeting and exercise their speaking rights and voting rights (including waiving their voting rights in respect of specific matters in accordance with the relevant rules) at the general meeting in accordance with the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and these Articles of Association.

Any shareholder who is entitled to attend and vote at a general meeting may attend the meeting in person or authorize one or more person(s) (who may not be shareholders) to act as his/her proxy(ies) to attend and vote on his/her behalf. The proxy may exercise the following rights in accordance with the shareholder's authorization:

(i) such shareholder's right to speak at the general meeting;

(ii) the right to demand a poll individually or jointly with others;

(iii) unless otherwise specified in the relevant laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or other securities laws and regulations, the right to vote by hand or on a poll.

Where such shareholder is a recognized clearing house (or its proxy) defined by the relevant ordinances stipulated in Hong Kong from time to time, it may authorize one or more person(s) it considers appropriate as its representative(s) at any general meeting; however, if more than one person is so authorized, the power of attorney shall specify the involved number and class of shares in respect of which each such person is so authorized, and shall be signed by an authorized officer of the recognized clearing house. The person so authorized can represent the recognized clearing house (or its proxy) to attend the meeting (without the need of producing any documents of title, notarized authorization and/or further evidence to substantiate that he/she is so authorized), speak and exercise his/her right thereat, as if he/she was an individual shareholder of the Company. Such person so authorized shall have the same legal rights as other shareholders, including the rights to speak and vote.

Where an individual shareholder attends the meeting in person, he/she shall present his/her stock account card, identity card, or other valid documents or certificates that can prove his/her identity; where a proxy attends the meeting on another person's behalf, the proxy shall present his/her valid identity card and the power of attorney issued by the shareholder.

Corporate shareholder should assign his/her legal representative or a proxy authorized by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should produce his/her identity card, and the valid certificate proving that he/she has the qualification of legal representative; where an entrusted proxy attends the meeting, the proxy should also produce his/her identity card, a written power of attorney or a proxy form issued by the legal representative of the corporate shareholder in accordance with the laws. Such corporate shareholder shall be deemed to be present in person at any such meeting if a proxy so authorized is present thereat.

Article 26 A clearing house has the right to appoint proxies or corporate representatives to attend the general meeting and creditors' meeting of the Company, and such proxies or corporate representatives shall enjoy the same statutory rights as other shareholders, including the right to speak and the corresponding voting rights.

Article 27 Shareholders shall appoint proxies in writing, signed by the principal or by an agent authorized in writing by the principal; where the principal is a legal person, the authorization shall be affixed with theseal of the legal person or be signed by its director or duly appointed agent.

A proxy of attorney issued by a shareholder to entrust another person as his/her proxy to attend the general meeting shall contain the following contents:

(i) the name of the proxy;

(ii) whether the proxy has the voting right or not;

(iii) separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the general meeting;

(iv) the issuing date and validity period of the power of attorney;

(v) the signature (or seal) of the principal. If the principal is a corporate shareholder, the power of attorney shall also be affixed with the seal of the legal entity.

Article 28 Any form of power of attorney issued by the Board of the Company to the shareholders for appointing proxies shall allow the shareholders to freely choose whether to instruct the proxy to vote in favor or against, and to provide separate instructions for each matter to be voted on at the meeting.

The power of attorney shall specify whether the proxy may vote at his/her own discretion if no specific instructions are given by the shareholder.

Article 29 Proxy forms shall be deposited at the domicile of the Company or such other place as specified in the notice of the meeting twenty-four hours before the relevant meeting for voting according to the proxy form, or twenty-four hours before the designated time of voting. Where the power of attorney is signed by another person authorized by the principal, the power of attorney authorizing the signature or other authorization documents shall be notarized. A notarized copy of that power of attorney or other authorization documents, together with the proxy form appointing a proxy with the authority to vote, shall be deposited at the domicile of the Company or such other place as specified in the notice of the meeting.

Where the principal is a legal person, its legal representative or a person authorized by its Board or other decision-making body shall be entitled to attend the general meeting of the Company as its representative.

Article 30 If, prior to voting, the principal has died, lost capacity, revoked the authorization, withdrawn the authority under which the power of attorney was signed, or the relevant shares have been transferred, the votes cast by the proxy pursuant to the power of attorney shall remain valid, provided the Company has not received written notice of such matters before the commencement of the relevant meeting.

Article 31 The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entity they are from), their identity card numbers or registration number of business license for Legal Person, residential addresses, numbers of shares held or representing voting rights and names of the proxies (or names of the entity they are from).

Article 32 The convener shall jointly verify the eligibility of the shareholders according to the register of shareholders provided by the securities registration and clearing institution, and register the names (or legal persons' names) of shareholders and the number of shares with voting rights held by them. Registration for the meeting shall be terminated before the chairperson (i.e. the presider of the meeting) announces the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights they hold.

Article 33 When a general meeting is held, all the directors, supervisors and the secretary of the Board shall attend the meeting, and the general manager and other senior management shall attend the meeting as nonvoting delegates.

Article 34 The general meeting shall be convened by the Board. Where the chairman is unable or fails to perform his/her duties, the vice chairman of the Board (in case of two or more vice chairmen, the vice chairman jointly elected by more than half of the directors) shall preside over the meeting. Where the vice chairman of the Board is unable or fails to perform his/her duties, one director shall be elected jointly by half or more of the directors to preside over the meeting.

A general meeting convened by the supervisory committee itself shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform his/her duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.

A general meeting convened by shareholder(s) itself/themselves shall have a representative elected by the convener to preside over and serve as the chairperson of the meeting. If for any reason, the convener is unable to elect a representative as the chairperson to preside over the meeting, the shareholder holding the most voting shares among the conveners (including proxy of shareholder) shall serve as the chairperson to preside over the meeting.

When a general meeting is held and the chairperson violates the Rules in a way that makes it difficult for the general meeting to continue, a person may be elected by the general meeting to act as the chairperson of the meeting so as to carry on with the meeting, subject to the approval of more than one half of the attending shareholders with voting rights.

Article 35 At the annual general meeting, the Board and the supervisory committee shall report on their work over the past year to the general meeting. Each independent (non-executive) director shall also make a report on his/her work.

Article 36 Directors, supervisors and senior management shall make explanations and interpretations on the inquiries and suggestions of the shareholders at the general meeting.

Article 37 The chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of shares with voting rights they hold before voting. The number of shareholders and proxies present at the meeting and the total number of shares with voting rights they hold shall be based on the meeting register.

Article 38 The convener shall ensure that the general meeting does not end until a final resolution is made. In case the general meeting is suspended or the general meeting is prevented from passing a resolution due to force majeure or other special reasons, necessary measures shall be taken to reconvene the meeting as soon as practicable or to directly terminate the meeting and announce the notice in a timely manner. The convener shall also report the matter to the stock exchange of the place where the Company's shares are listed.

CHAPTER VI VOTING AND RESOLUTIONS AT THE GENERAL MEETING

Article 39 The resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution proposed at general meetings shall be passed by more than one-half of the voting rights held by the shareholders (including proxies thereof) attending the general meeting.

A special resolution proposed at general meetings shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies thereof) attending the general meeting.

Article 40 The following matters shall be approved by ordinary resolutions at the general meeting:

(i) work reports of the Board and the supervisory committee;

(ii) profit distribution plans and loss recovery plans drafted by the Board;

(iii) appointment or dismissal of the members of the board of directors and the supervisory committee (dismissal prior to the expiration of their term of office shall not affect such director's right to claim damages under any contract), their remunerations and the manner of payment;

(iv) annual report of the Company;

(v) appointment, dismissal of the accounting firm that provides periodic audit services to the Company, and determination of its remuneration;

(vi) other matters other than those required to be approved by special resolutions as stipulated in the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or these Articles of Association.

Article 41 The following matters shall be approved by special resolutions at the general meeting:

(i) the increase or decrease of the registered capital of the Company;

(ii) merger, division, dissolution, liquidation, winding-up, early termination, bankruptcy of the Company, the change of form of the Company or change of business scope;

(iii) amendment of these Articles of Association;

(iv) substantial assets acquired or disposed of or external security provided by the Company for an amount exceeding 30% of the latest audited total assets of the Company within one year;

(v) equity incentive schemes;

(vi) determination of the Company's business plan programs, operating policies and investment plans;

(vii) other matters as required by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or these Articles of Association, and confirmed by an ordinary resolution at a general meeting that it may have a material impact on the Company and accordingly shall be approved by special resolutions.

Article 42 Shareholders (including proxies thereof) shall exercise their voting rights in accordance with the number of voting shares represented by them, and each share carries the right to one vote.

The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting and will not be deposited into the Central Clearing and Settlement System.

The Board, the independent (non-executive) directors of the Company, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with the laws, administrative regulations or rules of the CSRC shall have the right to solicit voting rights from shareholders. While soliciting voting rights from shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Save for the statutory conditions, the Company shall not impose any minimum shareholding percentage limitation on the solicitation of voting rights.

Article 43 Where relevant related/connected transactions are considered at a general meeting, the related/connected shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in voting and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement of any resolution of the general meeting shall adequately disclose the voting by non-related/non-connected shareholders and any other content required by the rules of securities regulation of the place where the Company's shares are listed.

Before related/connected transactions are considered at a general meeting, the Company shall determine the scope of related/connected shareholders in accordance with the relevant laws, regulations and regulatory documents. Related/connected persons or their authorized representatives may attend general meetings and present their views to the attending shareholders in accordance with the procedures of the meeting, but shall proactively abstain from voting on a poll. If related/connected persons do not proactively abstain from voting, other shareholders attending the meeting shall be entitled to require them to abstain from voting. Upon abstention of the related/connected persons, other shareholders shall vote in accordance with the voting rights they hold and adopt corresponding resolutions in accordance with these Articles of Association; the presider of the meeting shall declare the number of attending shareholders and proxies (other than related/connected persons) as well as the total number of their voting shares.

Ordinary resolutions on matters relating to related/connected transactions must be passed by more than one half of the voting shares held by the non-related/non-connected shareholders present at the general meeting; special resolutions must be passed by more than two-thirds of the voting shares held by the non-related/non-connected shareholders present at the general meeting.

Where related/connected persons or their close associates participate in voting in violation of this Article, their voting in respect of matters relating to related/connected transactions shall be invalid.

Where the Hong Kong Listing Rules stipulate that any shareholder shall abstain from exercising any voting rights on a particular resolution, or restrict any shareholder to voting only for (or against) a particular resolution, any votes cast by such shareholder or their representative in violation of such provisions or restrictions shall not be counted.

Article 44 The Company shall, while ensuring the legality and validity of the general meeting, prioritize the provision of modern information technology tools such as online voting platforms through various means and channels to facilitate participation in the general meeting by all shareholders, including minority investors.

Article 45 Except when the Company is under a special circumstance such as a crisis, the Company shall not, without an approval by a special resolution at a general meeting, enter into a contract to handover all or part of the management of important matters of the Company to a person other than to a director, general manager or other senior management.

Article 46 List of director or supervisor candidates shall be submitted by way of proposal at general meetings.

(I) The methods and procedures for nominating candidates for directors of the Company are as follows:

Candidates for non-independent directors shall be nominated by the Board of the Company. Candidates for independent (non-executive) directors shall be nominated by the Board of the Company, the supervisory committee, or shareholders individually or collectively holding more than 1% of the Company's shares.

The number of director candidates nominated by each proposer shall not exceed the number of directors to be elected at the relevant general meeting.

The nominator of a director candidate shall obtain the nominee's consent prior to making the nomination. The nominator shall have a thorough understanding of the nominee's occupation, academic qualifications, professional title, detailed work experience, any part-time work undertaken and other circumstances. Prior to the convener issuing the notice convening the general meeting, each director candidate shall make a written commitment agreeing to accept the nomination and to disclose their detailed personal information, undertaking that the information so publicly disclosed is true and complete, and undertaking to faithfully perform their duties as a director if elected.

(II) The methods and procedures for nominating candidates for supervisors of the Company are as follows:

Candidates for non-employee representative supervisors shall be nominated by the supervisory committee of the Company, the Board, or shareholders individually or collectively holding more than 3% of the Company's shares. The number of non-employee representative supervisor candidates nominated by each proposer shall not exceed the number of non-employee representative supervisors to be elected at the relevant general meeting.

Prior to the convener issuing the notice convening the general meeting, each non-employee representative supervisor candidate shall make a written commitment agreeing to accept the nomination and to disclose their detailed personal information, undertaking that the information so publicly disclosed is true and complete, and undertaking to faithfully perform their duties as a supervisor if elected.

Candidates for employee representative supervisors shall be democratically recommended by the employees of the Company through the employee representative congress, employee congress or other means.

(III) Shareholders, the Board and the supervisory committee proposing director or supervisor candidates shall submit in writing, prior to the general meeting, a list of director or supervisor candidates together with their curricula vitae and basic information. The convener of the general meeting shall include in the election agenda of the general meeting the list of director and supervisor candidates, together with their curricula vitae and basic information, that comply with the requirements of the Company Law, these Articles of Association and the regulatory rules of the place where the Company's shares are listed, and submit to the general meeting for resolution.

(IV) Cumulative voting system shall be implemented when the general meeting elects directors or supervisors.

The cumulative voting system referred to in the preceding paragraph means that in the election of directors or supervisors at a general meeting, each share shall have the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be utilized in a centralized manner. The Company shall determine the appointment of directors or supervisors in descending order of the number of votes received by each director or supervisor candidate, until all director or supervisor positions are filled.

The specific method of applying the cumulative voting system is as follows:

1. Method for calculating cumulative votes

(1) The cumulative votes of each shareholder for the relevant vote shall be calculated as the number of voting shares held by such shareholder multiplied by the number of directors and supervisors to be elected at the general meeting.

(2) Where a general meeting holds multiple rounds of elections, the cumulative votes of each shareholder shall be recalculated based on the number of directors and supervisors elected in each round.

(3) Where any shareholder, supervisor of the Company or monitoring officer of the general meeting objects to the announced results, a verification shall be carried out immediately.

2. Voting method

Each shareholder may, at his/her own discretion (and a proxy shall comply with the instructions set out in the power of attorney of the principal), cast his/her cumulative votes separately or in full for any director or supervisor candidate. Where a shareholder votes for two or more director or supervisor candidates, the votes need not be distributed equally, but the sum of the votes cast for individual candidates may only be equal to or less than the shareholder's total cumulative votes; otherwise, the relevant voting shall be invalid.

After voting has concluded, the elected directors and supervisors shall be determined in descending order of the number of votes received by each candidate, subject to the number of directors and supervisors to be elected. However, a director or supervisor candidate shall only be elected if the votes received represent more than half of the voting rights held by the shareholders (including proxies thereof) present at the general meeting.

3. Directors and supervisors shall be elected in descending order of votes received. If the intended number of directors and supervisors cannot be reached, the following shall apply:

(1) If the number of elected directors and supervisors is less than the number to be elected, those who have been elected shall be automatically confirmed as elected. The remaining candidates shall be put to a re-election vote at the general meeting, and the elected directors and supervisors shall be determined in accordance with the above provisions.

(2) If the statutory minimum number of directors cannot be reached after three rounds of elections at the general meeting, the incumbent directors shall not vacate their positions, and the Board shall convene a meeting within 15 days to convene the general meeting and re-nominate candidates for the vacant director positions. The directors newly elected at the previous general meeting shall remain validly elected, but their terms of office shall be deferred until the number of newly elected directors reaches the statutory minimum number of directors.

Article 47 In addition to the cumulative voting system, the general meeting will vote on each proposal separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, the general meeting shall not shelve or refuse to vote on any proposal.

Article 48 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting.

Article 49 The same voting right can only choose one voting method whether by on site, online or other voting methods. In the event of repeated voting of the same voting right, the first voting shall prevail.

Article 50 If a matter requiring a vote concerns the election of a chairperson or the adjournment of the meeting, the vote shall be taken immediately. For other matters requiring a vote, the chairperson shall determine when the vote shall be taken. The meeting may continue to consider other matters, and the voting result shall still be deemed as a resolution passed at that meeting.

Article 51 When voting, shareholders (including proxies thereof) holding two or more votes are not required to cast all of their votes for or against a proposal.

Article 52 Prior to the general meeting votes on a proposal, two shareholder representatives shall be elected to participate in the counting and supervision of votes. If the matters under consideration are of interest to shareholders, the relevant shareholders and proxies shall not participate in the counting and supervision of votes.

When proposals are voted on at the general meeting, the shareholders' representative, supervisors' representative and other relevant persons appointed in accordance with the rules of securities regulation of the place where the Company's shares are listed shall be jointly responsible for the counting and monitoring of the votes as per foregoing rules and shall announce the voting results on the spot, and the voting results shall be recorded in the meeting minutes.

Shareholders of listed companies or their proxies who vote online or by other means carry the right to check their voting results through the corresponding voting system.

Article 53 A general meeting shall not be concluded earlier at the venue than over the network or otherwise. The chairperson shall determine whether each proposal is passed based on the voting status and results of each proposal. Such determination shall be final and conclusive, and shall be announced at the meeting and recorded in the minutes.

Before the voting result is announced, the relevant parties including the listed company, vote counter, vote scrutineer, substantial shareholders and network service provider involved at the general meeting venue, online and by other voting means shall have the confidentiality obligation.

Article 54 Shareholders attending the general meeting shall present one of the following views on the proposals submitted for voting: for, against or abstention.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".

Where the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed stipulate that any shareholder shall not exercise voting rights or must abstain from voting on a particular resolution, or restrict any shareholder to vote only for (or against) a particular resolution, any votes cast by such shareholders or their proxies against the relevant requirements or restrictions shall not be included.

Article 55 If the chairperson of the meeting has any doubt as to the result of any resolution put to vote, he/she may have the votes counted. If the chairperson of the meeting has not counted the votes, any attending shareholder or proxy thereof who objects to the result announced by the chairperson of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairperson of the meeting shall have the votes counted immediately.

Article 56 The resolutions of the general meeting shall be announced in a prompt manner according to the relevant laws, regulations, departmental rules, regulatory documents, regulatory rules of the place where the Company's shares are listed or these Articles of Association, and the announcement shall state the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of voting shares of the Company, the form of voting, the voting result of each proposal, the detailed content of each resolution passed and other particulars required by the rules of securities regulation of the place where the Company's shares are listed.

Article 57 If a proposal is not passed, or if a general meeting changes the resolution of the previous general meeting, a special reminder should be made in the announcement of the resolution of the general meeting.

Article 58 Where a proposal on election of directors or supervisors is passed at the general meeting, the directors or supervisors elected shall take office from the date when the resolution is passed at the general meeting.

Article 59 If the general meeting passes a proposal on distributing cash, bonus shares, or converting capital reserves into share capital, the Company shall implement the specific plan within two months after the conclusion of the general meeting.

Article 60 Resolutions of the general meeting that violate laws or regulations shall be invalid.

Article 61 Controlling shareholders and de facto controllers of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they harm the lawful rights and interests of the Company and minority investors.

Article 62 Where the procedures for convening a general meeting or the voting methods violate laws, regulations or these Articles of Association, or the content of a resolution violates these Articles of Association, shareholders may request a People's Court to revoke such resolution within 60 days from the date when such resolution is passed.

CHAPTER VII MINUTES OF THE GENERAL MEETING

Article 63 The secretary of the Board shall be responsible for the minutes of the general meeting. The minutes shall record the following contents:

(i) the date, venue, agenda and name or corporate name of the convener;

(ii) the name of the chairperson and the names of directors, supervisors, the general manager and other senior management present at or attending the meeting;

(iii) the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of the Company's shares;

(iv) the consideration process, key points of speaking and voting results for each proposal;

(v) shareholders' inquiries or suggestions and corresponding responses or interpretations;

(vi) the names of vote counters and vote scrutineers;

(vii) other matters required to be recorded in the minutes as stipulated in these Articles of Association.

The directors and supervisors present at the meeting, the secretary of the Board, the convener or his/her representative and the chairperson shall sign the minutes and ensure that the minutes are true, accurate and complete. The minutes shall be kept together with the signature register of shareholders present at the meeting, powers of attorney for attendance, and valid records of voting by online or other means, and shall be retained for a period of no less than 10 years.

CHAPTER VIII DISCIPLINE OF THE GENERAL MEETING

Article 64 Shareholders of the Company who have completed the registration procedures or their authorized proxies, directors, supervisors, the secretary of the Board, senior management, as well as guests and reporters invited by the Board may attend the general meeting. Other persons shall not be permitted to enter the venue, and the chairperson may request those who have already entered to leave.

Article 65 The chairperson of the meeting may request the following persons to leave the venue:

(i) those ineligible to attend the meeting;

(ii) those disrupting the order of the meeting;

(iii) those dressed inappropriately or in a manner offensive to public decency;

(iv) those carrying pets or other dangerous items;

(v) other circumstances where removal is necessary.

If any of the above persons refuse to comply with an order to leave, the chairperson of the meeting shall take necessary measures to have them removed.

Article 66 During the consideration of proposals, only shareholders or proxies shall have the right to speak. Other attendees may not ask questions or speak. Shareholders wishing to speak must first raise their hands, and upon approval by the chairperson, they may speak at their seat or at the designated speaking area.

Where multiple shareholders raise their hands to speak, the chairperson shall designate the speaker.

The chairperson shall determine the speaking time and number of speaking opportunities for each person based on the specific circumstances. Shareholders shall not be interrupted during their allotted speaking period so as to ensure that shareholders have full speaking rights.

The chairperson of the meeting may stop any shareholder who violates the provisions of the preceding three paragraphs from speaking.

Directors, supervisors, the general manager and other senior management of the Company attending the meeting may speak with the approval of the chairperson.

Article 67 A shareholder or proxy wishing to speak shall first introduce his/her identity as a shareholder, the entity he/she represents and his/her shareholding, before presenting his/her views.

Article 68 The Company shall adhere to the principle of simplicity and frugality when convening the general meeting, and shall not provide any additional economic benefits to shareholders (or proxies thereof) attending the meeting.

CHAPTER IX SUPPLEMENTARY PROVISIONS

Article 69 Unless otherwise specified, the terms used in the Rules shall have the same meanings as those defined in these Articles of Association. The terms "connected persons", "connected relationships" and "connected transactions" shall have the meanings ascribed to them under the Hong Kong Listing Rules.

Article 70 Matters not covered in the Rules shall be governed by the relevant national laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of these Articles of Association. Should any provision of the Rules conflict with the national laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, or these Articles of Association, as amended from time to time, the relevant national laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, and the provisions of these Articles of Association shall prevail, and such conflicting provisions shall be immediately revised through a proposal submitted by the Board to the general meeting for consideration and approval.

Article 71 The Rules shall be considered and approved by the general meeting and shall take effect on the date of completion of the Company's initial public offering of H shares and its shares are listed on the Hong Kong Stock Exchange.

Article 72 The Board is authorized by the general meeting to interpret the Rules.

Article 73 Amendments to the Rules shall be proposed by the Board and approved by the general meeting.

Shanghai Able Digital Science&Tech Co., Ltd.