SHANGHAI ABLE DIGITAL SCIENCE&TECH CO., LTD.

RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

CHAPTER I GENERAL PROVISIONS

Article 1 To standardize the methods of consideration and decision-making processes of the board of directors (the "**Board**") of Shanghai Able Digital Science&Tech Co., Ltd. (hereinafter referred to as the "**Company**"), ensure that the Board exercises its powers, performs its duties and fulfills its obligations in accordance with the law, and enhance the standard of regulatory compliance and the quality of scientific decision-making of the Board, these Rules of procedure (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 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 normative 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 establish the board of directors in accordance with the law. The Board shall exercise its powers in accordance with the Company Law and other relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, and these Articles of Association, and shall be accountable to the general meeting.

CHAPTER II COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

Article 3 The Company shall establish a board of directors, and the board of directors shall consist of 5 to 19 members, including one chairman and at least three independent directors representing no less than one-third of the total number of directors, and one of the independent directors shall have appropriate accounting or related financial management expertise or professional qualifications as required by the stock exchange where the shares of the Company are listed. Directors may be divided into executive Directors, non-executive Directors and independent non-executive Directors.

Directors shall be elected by general meeting, for a term of three years. The term of office of directors shall expire, renewable upon reappointment. Independent non-executive directors are also subject to retirement by rotation and re-election pursuant to the Hong Kong Listing Rules. The Board shall not include an independent director who has served on the Board as an independent director for a period of nine years or more, as at the conclusion of the Company's annual general meeting that follows the end of the director's nine-year tenure. For the purpose of the provisions of this Article, the "nine years" shall be calculated from the date the independent non-executive director is appointed or (if he/she is appointed prior to the listing) the date of the Company's listing. Where the individual ceases to be an independent non-executive director of the Company for a period(s) of less than three years (prior to serving as an independent director for a period of nine years), such period(s) will be counted towards the calculation of his/her tenure.

The Board of Directors shall have a reasonable and professional structure. Directors shall possess the knowledge, skills, and qualities necessary to perform their duties, have sufficient time to fulfill their responsibilities, and fully understand their duties under the securities exchange rules of the place where the shares of the Company are listed and other laws, regulations, and regulatory requirements.

Article 4 The board of directors shall exercise the following functions and powers:

(i) to convene general meetings and report to the meetings;

(ii) to implement the resolutions passed at general meetings;

(iii) to determine the Company's business plans and investment schemes;

(iv) to determine the Company's annual financial budget and final accounts;

(v) to formulate the Company's profit distribution plan and loss recovery plan;

(vi) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities;

(vii) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;

(viii) to determine matters relating to the Company's investment, asset acquisition and disposal, pledge of assets, external guarantee, entrusted wealth management, related/connected transactions and borrowings within the authorization of the general meeting;

(ix) to determine the establishment of the Company's internal management structure;

(x) to appoint or dismiss the Company's general manager and the secretary of the board of directors; and pursuant to the general manager's nominations, to appoint or dismiss senior officers including deputy general manager and chief financial officer of the Company and to decide on their remuneration, rewards and penalties;

(xi) to formulate the Company's basic management system;

(xii) to formulate the proposed amendments to these Articles of Association;

(xiii) to deal with information disclosures of the Company;

(xiv) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;

(xv) to receive work report submitted by the general manager and to review his performance;

(xvi) to consider and approve transactions (including but not limited to disclosable transactions and related/connected transactions) that are required to be decided by the board of directors in accordance with the regulatory rules of the places where the shares of the Company are listed;

(xvii) to make changes to the Company's financial system or accounting policies;

(xviii) to create guarantees, pledges, liens or mortgages over assets, businesses or rights;

(xix) other functions and powers as specified under laws, administrative regulations, departmental rules, the listing rules of the places where the shares of the Company are listed and these Articles of Association.

Save and except for the resolutions of the board of directors in respect of the matters specified in Subclauses (vi), (vii) and (xii) of this Article and other matters as specified under laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed and these Articles of Association which shall be passed by more than two-thirds of all directors, resolutions of the board of directors in respect of all other matters may be passed by more than one half of all directors.

The board of directors has set up the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee. The special committees are accountable to the board of directors, perform duties pursuant to these Articles of Association and authorization of the board of directors, and proposals should be submitted to the board of directors for consideration and decision. Members of the special committees are all directors, and the specific composition and qualification requirements shall be in compliance with laws, administrative regulations, departmental rules and the regulatory rules of the places where the shares of the Company are listed. The board of directors is responsible for formulating the working procedures for special committees and regulating the operation of special committees.

Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.

Where any relevant laws, administrative regulations, departmental rules, other normative documents, listing rules of the stock exchange where the shares of the Company are listed or these Articles of Association contain specific provisions in respect of the relevant matters, such specific provisions shall prevail.

Article 5 With respect to other powers of the Board as stipulated in these Articles of Association, collective consideration and approval shall be required for matters involving significant business operations and affairs, and no individual director or group of directors may be authorized to make decisions independently in respect thereof.

The Board may authorize its members to exercise certain powers, other than those set out in the preceding two paragraphs, during periods between meetings, provided that the scope of such authorization shall be clear and specific, and the exercise of the authorized matters shall be subject to ongoing supervision.

Article 6 The Board shall provide an explanation to the general meeting in respect of any non-standard audit opinion issued by certified public accountants on the Company's financial reports.

Article 7 The Board shall have one chairman. The chairman shall be a director of the Company and shall be elected and removed by a majority of all directors of the Board. The term of office of the chairman is three years, and he or she may serve consecutive terms if re-elected.

Article 8 The chairman of the Board shall actively promote the formulation and improvement of the Company's internal systems, strengthen the development of the Board, ensure the proper and lawful functioning of the Board, convene and preside over Board meetings in accordance with the law, and procure directors to attend Board meetings in person.

Article 9 The chairman of the Board shall strictly comply with the collective decision-making mechanism of the Board, shall not substitute personal views for decisions of the Board, and shall not influence the independent decision-making of other directors.

Article 10 The chairman of the Board shall exercise the following functions and powers:

(i) to preside over general meetings and to convene and preside over Board meetings;

(ii) to supervise and inspect the implementation of resolutions of the Board;

(iii) to sign securities issued by the Company, important documents of the Board and other documents required to be signed by the chairman of the Board of the Company;

(iv) to nominate candidates for the position of general manager for consideration and approval at Board meetings;

(v) in the event of emergency circumstances such as extraordinary natural disasters or other force majeure events, to exercise special powers of disposition over the affairs of the Company in compliance with relevant laws and the interests of the Company, and to report to the Board and the general meeting thereafter;

(vi) other functions and powers conferred by the Board.

Article 11 The chairman of the Board shall make decisions prudently in the event of matters that may have a significant impact on the Company's operations when exercising powers within the scope of his/her duties and powers (including authorization), and shall submit to the Board for collective decision-making when necessary.

The chairman of the Board shall inform all directors of the implementation of the delegated matters in a timely manner.

Article 12 The chairman of the Board shall actively supervise the implementation of resolutions of the Board. If the chairman of the Board discovers that any resolution of the Board has not been strictly implemented, or that a change in circumstances has rendered any resolution incapable of implementation, the chairman of the Board shall take prompt action.

Article 13 The chairman of the Board shall ensure that independent non-executive directors and the secretary of the Board are duly informed, shall create favorable working conditions for them to perform their duties, and shall not in any manner impede their lawful exercise of powers.

Article 14 Upon receiving reports of major corporate events, the chairman of the Board shall immediately urge the secretary of the Board to report to the relevant stock exchange of the place where the shares of the Company are listed and fulfill information disclosure obligations in a timely manner (if required by the listing rules of the place where the shares of the Company are listed). Matters concerning the announcement of board resolutions shall be handled by the secretary of the Board in accordance with the relevant provisions of the listing rules of the place where the shares of the Company are listed. Prior to the disclosure of the resolution announcement, attending directors, meeting attendees, recorders, service personnel, and others shall bear the obligation to keep the resolution content confidential.

Article 15 If the chairman of the Board is unable or fails to perform the duties, a director shall be jointly elected by a majority of the directors to perform the duties.

Article 16 The Board shall establish three special committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, and may establish other committees as and when necessary.

Each special committee shall be accountable to the Board, and proposals of each special committee shall be submitted to the Board for consideration and decision.

Each special committee may engage intermediary institutions to provide professional opinions, the costs of which shall be borne by the Company. Each special committee shall be accountable to the Board, and proposals of each special committee shall be submitted to the Board for review and determination. The composition of each committee shall comply with the requirements of the listing rules of the stock exchange where the Company's shares are listed.

CHAPTER III RULES OF PROCEDURE FOR BOARD MEETINGS

Article 17 The Board shall establish an office of the Board to handle the day-to-day affairs of the Board.

The secretary of the Board shall concurrently serve as the head of the office of the Board and shall be responsible for the custody of the seals of the Board and the office of the Board.

Article 18 Board meetings shall be divided into regular meetings and extraordinary meetings.

The Board shall hold at least four regular meetings annually, approximately once per quarter. Regular meetings of the Board shall not include approvals obtained by way of written resolutions circulated to directors.

Article 19 Prior to issuing a notice convening a regular meeting of the Board, the office of the Board shall solicit opinions from all directors, draft preliminary meeting proposals, and submit them to the chairman of the Board for finalization.

The chairman of the Board shall seek the opinion of the general manager and other senior management as necessary before formulating a proposal.

Article 20 The Board shall convene an extraordinary meeting in any of the following circumstances:

(i) when proposed by shareholders representing more than one-tenth of voting rights;

(ii) when proposed jointly by more than one-third of the directors;

(iii) when proposed by the supervisory committee.

Article 21 A proposal to convene an extraordinary meeting of the Board pursuant to the preceding Article shall be submitted to the office of the Board or directly to the chairman of the Board in the form of a written proposal signed (or sealed) by the proposing party. The written proposal shall specify the following matters:

(i) the name of the proposing party;

(ii) the reasons for the proposal or the objective grounds on which the proposal is based;

(iii) the proposed time or timeframe, venue and format of the meeting;

(iv) a clear and specific proposal;

(v) the contact details of the proposing party and the date of the proposal.

The subject matter of any proposal shall fall within the scope of powers of the Board as stipulated in these Articles of Association, and relevant materials pertaining to the proposal shall be submitted together with the proposal.

Upon receiving the above written proposal and relevant materials, the office of the Board shall forward them to the chairman of the Board on the same day. If the chairman of the Board deems the proposal unclear, unspecific, or the materials insufficient, he/she may request the proposer to revise or supplement.

The chairman of the Board shall convene and preside over Board meetings within ten days of receipt of the proposal.

Article 22 For regular and extraordinary Board meetings, the office of the Board shall give written notice 14 days and 3 days in advance respectively, by direct delivery, fax, email, or other means to all directors, supervisors, the general manager and the secretary of the Board. Where delivery is not direct, confirmation shall be made by telephone with corresponding records kept.

In urgent circumstances requiring the convening of an extraordinary meeting of the Board as soon as possible, notice may be given at any time by telephone or other oral means; however, the convener shall provide an explanation at the meeting.

In any circumstances where the Board expects to declare, recommend or pay a dividend at Board meetings, or to approve any announcement relating to profits or losses for any annual, interim or other period at Board meetings, the Company must publish an announcement in accordance with the Hong Kong Listing Rules at least seven clear business days prior to the holding of such meeting.

Article 23 Written notice of a meeting shall contain at least the following:

(i) the date and venue of the Board meeting;

(ii) the duration of the Board meeting;

(iii) the reasons for convening the meeting and the proposals;

(iv) the date on which the notice is issued;

(v) other matters as required by relevant laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the Company's shares are listed or these Articles of Association.

Article 24 After written notice of a regular meeting of the Board has been issued, any changes to the meeting time, venue or other details, or any additions, alterations, or cancellations of meeting proposals shall be communicated via written amendment notice at least three days prior to the originally scheduled meeting date. Such notice shall explain the circumstances and include details of the new proposals along with relevant materials. If the amendment notice is dispatched less than three days prior to the originally scheduled meeting date, the Board meeting shall be postponed accordingly or held as originally scheduled only with the written consent of all attending directors.

After the notice for an extraordinary meeting of the Board has been issued, any changes to the meeting time, venue or other details, or any additions, alterations, or cancellations of meeting proposals shall be subject to prior approval by all attending directors and duly recorded.

Article 25 Board meetings may only be held if a majority of all directors are present. Where any director refuses or fails to attend the meeting, resulting in the minimum quorum requirement not being satisfied, the chairman of the Board and the secretary of the Board shall report to the relevant regulatory authorities in a timely manner.

Supervisors may attend Board meetings as observers and may raise queries or make suggestions in respect of matters resolved upon by the Board. The general manager and the secretary of the Board, where not concurrently serving as directors, shall attend Board meetings as observers. The chairperson may, where he/she considers it necessary, notify other relevant persons to attend Board meetings as observers.

Article 26 In principle, directors shall attend Board meetings in person. If they are unable to attend for any reason, they shall review meeting materials in advance, form clear opinions, and authorize another director in writing to attend on their behalf.

The power of attorney shall specify:

(i) the names of the principal and the proxy;

(ii) the principal's brief opinion on each proposal;

(iii) the scope of the principal's authorization and instructions regarding voting intentions on proposals;

(iv) the signatures of the principal and the proxy, and the date thereof.

Where a director appoints another director to sign written confirmation opinions on periodic reports on his/her behalf, specific authority for such purpose shall be expressly set out in the power of attorney.

The proxy director shall submit the written power of attorney to the chairperson and shall indicate on the attendance register that he/she is attending on behalf of another director.

Directors attending meetings on behalf of another shall exercise their rights within the scope of the authorization. Directors who neither attend the Board meeting nor appoint a proxy shall be deemed to have waived their voting rights at that meeting.

Article 27 The following principles shall be observed in relation to the appointment and acceptance of proxies to attend Board meetings:

(i) when deliberating on matters involving related/connected transactions, any director with a conflict of interest shall proactively declare his/her interest and abstain from voting; non-related/connected directors shall not appoint related/connected directors to attend on their behalf, and related/connected directors shall not accept such appointment from non-related/connected directors;

(ii) independent non-executive directors shall not appoint non-independent directors to attend on their behalf, and non-independent directors shall not accept such appointment from independent non-executive directors;

(iii) no director shall appoint another director to attend on his/her behalf with full authority without indicating his/her personal views and intended vote on each proposal, and no director shall accept a general power of attorney or a proxy with unclear scope of authority;

(iv) no director shall accept the appointment of more than two other directors, and no director shall appoint as proxy a director who has already accepted the appointment of two other directors.

Article 28 In principle, Board meetings shall be held in person. When necessary, and unless otherwise provided by relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange where the Company's shares are listed, meetings may, with the consent of the convener (chairperson) and the proposing party and on the premise that directors are afforded sufficient opportunity to express their views, be held by means of video conference, telephone conference, facsimile, email voting or other means. Board meetings may also be held by a combination of in-person attendance and other means.

For meetings not held on-site, the number of directors present shall be calculated by reference to directors appearing via video link, directors expressing views in a telephone conference, valid voting instruments received by facsimile or email within the prescribed time limit, or written confirmations subsequently submitted by directors confirming their participation in the meeting.

Article 29 When deliberating on matters involving related/connected transactions, material investments, external guarantees, material financing and other such matters, the Board shall comply with the relevant laws, regulations, the applicable rules of the stock exchange where the Company's shares are listed, these Articles of Association and the Company's relevant internal policies.

Article 30 The chairperson shall invite directors present at the Board meetings to express clear opinions on each proposal.

In respect of any proposal requiring the prior consent of independent non-executive directors, the chairperson shall, prior to discussion of the relevant proposal, designate one independent non-executive director to read out the written consent opinion reached by the independent non-executive directors.

Where a director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal in a manner that impedes other directors from speaking or disrupts the normal conduct of the meeting, the chairperson shall intervene promptly.

Unless the unanimous consent of all directors present is obtained, no vote shall be taken at Board meetings on any proposal not included in the meeting notice. A director attending Board meetings on behalf of another director pursuant to a proxy shall not vote on behalf of that other director on any proposal not included in the meeting notice.

Article 31 Directors shall carefully review the relevant meeting materials and, on the basis of a thorough understanding of the relevant matters, express independent and considered opinions.

Prior to a meeting, directors may seek information from the office of the Board, the convener of the meeting, the general manager and other senior management, special committees, accounting firms, law firms and other relevant persons and institutions as necessary for decision-making. During the course of the meeting, directors may suggest to the chairperson that representatives of the above-mentioned persons and institutions be invited to attend the meeting to provide explanations on relevant matters.

Where appropriate, the directors may reasonably request independent professional advice. The Board shall provide directors with independent professional advice to assist them in fulfilling their responsibilities to the Company, the costs of which shall be borne by the Company.

Article 32 After sufficient discussion of each proposal, the chairperson shall put each proposal to a vote of the directors present at the meeting in a timely manner.

Resolutions of the Board shall be voted upon on the basis of one vote per director, by way of named ballot or such other means as stipulated in these Articles of Association.

Directors shall vote in favour, against or abstain. Directors present at the meeting shall select one of the above options. If no selection is made or two or more intentions are selected simultaneously, the chairperson shall require the relevant director to select again. Refusal to select again shall be deemed abstention. Departure from the meeting venue without returning and without making a selection shall be deemed abstention.

Article 33 Where permitted by relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange where the Company's shares are listed, and Board meetings are held by way of written circulation of resolutions, each director or his/her proxy director shall indicate his/her vote of approval, disapproval or abstention on the resolution. Once the number of directors who have signed in approval reaches the number required under these Articles of Association for the passing of a resolution, the matter under consideration shall constitute a resolution of the Board. Upon completion of voting by all directors, the relevant staff of the office of the Board shall promptly collect the voting slips from the directors and deliver them to the secretary of the Board for tabulation under the supervision of a supervisor or an independent non-executive director.

For meetings held on-site, the chairperson shall announce the results of the vote on the spot. In other cases, the chairperson shall require the secretary of the Board to notify the directors of the voting results no later than the business day following the expiry of the prescribed voting period.

Any vote cast after the chairperson has announced the voting results, or after the expiry of the prescribed voting period, shall not be counted.

Article 34 For a resolution to be passed at Board meetings, the proposal in question must receive affirmative votes from a majority of all directors of the Company.

Where relevant laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the Company's shares are listed or these Articles of Association require a greater number of affirmative votes of directors for the passing of a resolution, such requirements shall prevail.

Where different resolutions conflict in content or meaning, the resolution passed later in time shall prevail.

Article 35 A director shall abstain from voting on a relevant proposal in any of the following circumstances:

(i) circumstances in which a director is required to abstain as stipulated by relevant laws, administrative regulations, departmental rules, normative documents, the China Securities Regulatory Commission or the stock exchange where the Company's shares are listed;

(ii) circumstances in which the director personally considers it appropriate to abstain;

(iii) other circumstances stipulated by these Articles of Association or other applicable rules requiring abstention on account of the director's related/connected relationship with any enterprise involved in the proposal under consideration.

Where a director is required to abstain from voting, the relevant Board meetings may be held with the attendance of a majority of the non-related/connected directors, and a resolution shall be passed by a majority of the non-related/connected directors present. If the matter under consideration is one that requires approval by more than two-thirds of all directors, it shall require approval by more than two-thirds of the non-related/connected directors. If fewer than three non-related/connected directors are present at the meeting, no vote shall be taken on the relevant proposal, and the matter shall be referred to the general meeting for consideration.

Article 36 The Board shall act strictly within the scope of authority conferred by the general meeting and these Articles of Association, and shall not pass resolutions that exceed such authority.

Article 37 Where the Board is required to pass a resolution on matters relating to the Company's profit distribution, the proposed distribution plan to be submitted to the Board for deliberation may first be notified to the certified public accountants, who shall be requested to prepare a draft audit report on that basis (with all financial data other than those relating to the distribution having been finalized). Following the passing of a resolution on the distribution by the Board, the certified public accountants shall be requested to issue a formal audit report, on the basis of which the Board shall then pass resolutions on other relevant matters in the periodic report.

Article 38 If a majority of the directors present or two or more independent non-executive directors consider that a proposal is unclear or insufficiently specific, or are otherwise unable to form a judgment on the relevant matter due to inadequate meeting materials or other reasons, the chairperson shall require the meeting to defer the vote on that proposal.

The directors proposing a deferral of the vote shall specify clear requirements as to the conditions that must be met for the proposal to be resubmitted for deliberation.

Article 39 Board meetings held in person or by video conference, telephone or other means may, as necessary, be recorded in full.

Article 40 The secretary of the Board shall arrange for staff of the office of the Board to keep minutes of Board meetings. The minutes shall include the following:

(i) the date and venue of the meeting and the name of the convener;

(ii) the names of directors present and the names of directors (proxies) attending on behalf of other directors;

(iii) the agenda of the meeting;

(iv) a summary of the key points of speeches made by directors;

(v) the manner of voting and the results in respect of each resolution (the voting results shall set out the number of votes cast in favour, against or abstaining).

Article 41 Directors present at the meeting shall sign to confirm the resolutions and minutes of the meeting on behalf of themselves and any director who has appointed them as proxy. If a director disagrees with any resolution or the contents of the minutes, the director may provide a written statement to that effect upon signing. When necessary, the matter shall be reported to the relevant regulatory authorities in a timely manner, and a public statement may also be issued.

If a director fails to sign to confirm in accordance with the preceding paragraph, and neither provides a written statement of disagreement nor reports the matter to the relevant regulatory authorities or issues a public statement, such director shall be deemed to be in full agreement with the contents of the minutes and the resolution records.

Article 42 The chairman of the Board shall supervise the relevant persons in implementing the resolutions of the Board, monitor the progress of implementation, and report to subsequent Board meetings on the implementation of the resolutions that have been approved.

Directors shall be accountable for resolutions of the Board. Where a resolution of the Board is in violation of relevant laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, these Articles of Association or resolutions of the general meeting, and causes serious losses to the Company, the directors who participated in passing the resolution shall be liable to the Company for compensation; provided that a director who can demonstrate that he/she expressed a dissenting opinion at the time of the vote and such dissent was recorded in the minutes of the meeting may be relieved of such liability. Casting an abstention vote shall not relieve a director of liability for a resolution of the Board. If a director does not attend the meeting, has not appointed a proxy, and has not submitted a written objection to the matters under consideration on or before the date of the meeting, such director shall be deemed to have cast an abstention vote and shall not be relieved of liability.

Article 43 The secretary of the Board shall be responsible for the custody of the records of Board meetings, including meeting notices and materials, attendance registers, instruments of proxy, audio recordings of meetings, voting instruments, minutes signed and confirmed by directors present, meeting summaries, resolution records, and announcements of resolutions.

Records of Board meetings shall be kept for a period of not less than 10 years.

CHAPTER IV EXPENSES OF THE BOARD OF DIRECTORS

Article 44 The expenses of the Board shall be included in the Company's annual administrative expenses.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 45 Unless otherwise specified, terms used in the Rules shall have the same meanings as those ascribed to them in these Articles of Association. For the purposes of the Rules, the terms “connected persons”, “connected relationships” and “connected transactions” shall have the meanings ascribed to them under the Hong Kong Listing Rules.

Article 46 Matters not covered in the Rules shall be handled in accordance with applicable national laws, regulations, the listing rules of the stock exchange where the Company’s shares are listed and these Articles of Association. In the event of any inconsistency between the Rules and any laws, regulations, listing rules of the stock exchange where the Company’s shares are listed or these Articles of Association as promulgated or amended from time to time, the relevant national laws, regulations and these Articles of Association shall prevail, and the Rules shall be amended forthwith by way of a proposal by the Board for consideration and approval by the general meeting.

Article 47 The Rules shall be considered and approved by the general meeting and shall take effect from the date on which the Company completes its initial public offering of H Shares and such H Shares are listed on the Hong Kong Stock Exchange.

Article 48 The Board is authorized by the general meeting to interpret the Rules.

Article 49 Any amendment to the Rules shall be proposed by the Board and submitted to the general meeting for consideration and approval.

Shanghai Able Digital Science&Tech Co., Ltd.