Zhongtian Technology Submarine Cable Co., Ltd.

Articles of association

April 2022

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Chapter 1 General Provisions

Article 1 In order to safeguard the legitimate rights and interests of Zhongtian Technology Submarine Cable Co., Ltd. (hereinafter referred to as the "Company"), shareholders and creditors, and to regulate the organization and behavior of the company, in accordance with the "Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law" ""), "Securities Law of the People's Republic of China" (hereinafter referred to as the "Securities Law"), "Guidelines for the Articles of Association of Listed Companies" (hereinafter referred to as the "Guidelines for Articles of Association"), "Shanghai Stock Exchange Science and Technology Innovation Board Stock Listing Rules "(Hereinafter referred to as the "Listing Rules") and other relevant regulations to formulate this Articles of Association.

Article 2 The company is a company limited by shares established in accordance with the "Company Law" and other relevant regulations.

Article 3 The company was established by the overall change of its predecessor, 中天科技海缆有限公司 . (hereinafter referred to as the "original company"), and was registered with the Nantong Administrative Approval Bureau and obtained a business license.

Article 4 The registered name of the company: (Chinese) 中天科技海缆股份有限公司. (English) Zhongtian Technology Submarine Cable Co., Ltd.

Article 5 Company domicile: No. 1, Xinkai South Road, Nantong Economic and Technological Development Zone, Jiangsu Province (Business location: No. 1, Xinkai South Road, Nantong Economic and Technological Development Zone, Jiangsu Province; No. 109, Qixin Road, Nantong Development Zone)

Article 6 The registered capital of the company is RMB 539 million.

Article 7 The company's business period is long-term.

Article 8 The chairman of the board is the legal representative of the company.

Article 9 All assets of a company are divided into equal shares. Shareholders shall be liable to the company within the limit of the shares they have subscribed for, and the company shall be liable for the debts of the company with all of its assets.

Article 10 The articles of association of the company have become a legally binding document regulating the company’s organization and behavior, the company’s and shareholders’ rights and obligations, and shareholders’ A legally binding document for senior management. According to this Articles of Association, shareholders can sue shareholders, shareholders can sue company directors, supervisors, general managers and other senior management personnel, shareholders can sue the

company, and companies can sue shareholders, directors, supervisors, general managers and other senior management personnel.

Article 11 The other senior management personnel mentioned in the articles of association refer to the company's deputy general manager, secretary of the board of directors, person in charge of finance, etc.

Chapter II Business Purpose and Scope

Article 12 The company's business objectives: customer-centered, maximize the potential of employees, and seek greater return on investment for shareholders.

Article 13 After being registered in accordance with the law, the company's business scope is: design, development, production, sales and technical services of sell electric wires and cables and related accessories (submarine optical fiber cables, submarine power cables, submarine optical composite power cables, trailing cables, umbilical cable, other submarine optical composite power cables, AC power cable, DC power cable, insulated overhead cables, control cable, OHL conductor, optical fiber composite overhead grounding wires(OPGW), joint box, metal and plastic protective and terminal equipment, terminal equipment, bend restrictor, water proof connector, protection pipeline, hang-off, other marine devices, and telecom equipment), optic fiber cable, aluminum alloy rods, copper and aluminum tubes, copper and aluminum busbars; R&D, design, produce, sell and technical service of electrical materials; engage in cargo handing in port, lightering and warehouse management (except dangerous cargos and containers); self-acting imports and exports of the above all kinds of goods, except the goods and technology that the state prohibits company to operate and forbids to import and export. (projects which must be approved according to the law, the business activities can only be carried out after approval by relevant departments) Licensed items: Port Operation (projects which must be approved according to the law, the business activities can only be carried out after approval by relevant departments, specific projects are subject to the approval results) General project: Offshore wind power related system development (in addition to the projects that must be approved according to the law, business activities can be carried out independently according to law with the business license.

Chapter III Shares

Section 1 Share Issuance

Article 14 The company's shares take the form of stocks.

Article 15 The issuance of company shares shall follow the principles of openness, fairness and justice, and every share of the same type shall have equal rights.

Article 16 The stocks issued by the company shall be denominated in RMB in face value.

Article 17 The shares issued by the company are centrally deposited in the Shanghai Branch of China

Securities Depository and Clearing Corporation Limited.

Article 18 The names (or names) of the promoters of the company, the number of shares subscribed, the method of capital contribution and the time of capital contribution are as follows:

Serial number	Promoter's name/Name	Number of shares held(ten thousand shares)	Percentage of shareholding	Method of capital contribution	Time of capital contribution
1	Jiangsu Zhongtian Technology Co., Ltd.	46,177.2152	85.67%	net assets discounted	on March 8, 2022
2	Zhongtian Investment Co., Ltd.	1,822.7848	3.38%	net assets discounted	on March 8, 2022
3	Others	5900	10.95%	net assets discounted	on March 8, 2022
Total		53,900.0000	100.00%		

Article 19 The company was established by the overall change of its predecessor, Zhongtian Technology Submarine Cable Co., Ltd., and was established by means of initiation. When the company is established, the promoters in Article 18 of the Articles of Association have paid up their respective registered capital contributions.

Article 20 The company or its subsidiaries (including the company's affiliated enterprises) shall not provide any assistance to persons who purchase or intend to purchase company shares in the form of gifts, advances, guarantees, compensation or loans.

Section 2 Increase, Decrease and Repurchase of Shares

Article 21 According to the needs of operation and development, in accordance with the provisions of laws and regulations, and through the resolution of the shareholders meeting, the company may increase its capital in the following ways:

(1) Public offering of shares;
(2) Non-public issuance of shares;
(3) Distribution of bonus shares to existing shareholders;
(4) Converting public reserve funds into share capital;
(5) Laws, administrative regulations and other methods approved by relevant competent authorities.

Article 22 A company may reduce its registered capital. The reduction of the company's registered capital shall be handled in accordance with the "Company Law" and other relevant regulations and the procedures stipulated in this Articles of Association.

Article 23 A company may purchase its shares in accordance with laws, administrative regulations, departmental rules and the articles of association under the following circumstances:

(1) Reduce the company's registered capital;
(2) Merging with other companies that hold shares of the company;
(3) Use the shares for employee stock ownership plans or stock incentives;

(4) Shareholders request the company to purchase their shares because they disagree with the company's merger or division resolutions made by the general meeting of shareholders;

(5) The use of shares for the conversion of corporate bonds issued by listed companies that can be converted into shares;

(6) Listed companies are necessary to maintain the company's value and shareholders' rights and interests.

The circumstances referred to in item (6) of the preceding paragraph shall meet one of the following conditions:

(1) The closing price of the company's stock is lower than the net assets per share in the most recent period;

(2) The closing price of the company's stock has fallen by 30% in 20 consecutive trading days;

(3) Other conditions stipulated by the China Securities Regulatory Commission.

Except for the above circumstances, the company does not engage in the activities of buying and selling the company's shares.

Article 24 When a company acquires shares of its own company, it shall perform its information disclosure obligations in accordance with the "Securities Law of the People's Republic of China". The company's acquisition of shares of the company may be carried out in the manner prescribed by laws, regulations or other regulatory documents. Where a company acquires shares of its own company due to the circumstances specified in items (3), (5) and (6) of the first paragraph of Article 23 of this Articles of Association, it shall proceed through an open centralized transaction method.

Article 25: Where a company acquires shares of its own company due to the circumstances specified in Item (1) and Item (2) of the first paragraph of Article 23 of this Articles of Association, it shall be subject to a resolution of the general meeting of shareholders; Where a company acquires shares of the company due to the circumstances specified in items (3), (5) and (6) of the first paragraph of Article 23 of these articles of association, it may follow the provisions of these articles of association or the authorization of the general meeting of shareholders. Resolutions of the board meeting attended by more than two-thirds of the directors.

After the company purchases the company’s shares in accordance with the first paragraph of Article 23 of this Articles of Association, if it falls into the situation in item (1), it shall be cancelled within 10 days from the date of acquisition; it shall be in items (2) and (4) In case of circumstances, it shall be transferred or cancelled within 6 months; in the case of items (3), (5), and (6), the total number of shares of the company held by the company shall not exceed the number of issued shares of the company 10% of the total amount, and should be transferred or cancelled within 3 years.

Section 3 Transfer of Shares

Article 26 The company’s shares can be transferred in accordance with the law.

Article 27 The company does not accept the company’s stock as the subject of the pledge.

Article 28 The shares of the company held by the promoters shall not be transferred within one year from the date of establishment of the company. The shares issued by the company before the public issuance of shares shall not be transferred within one year from the day when the company's shares are listed and traded on the stock exchange.

Company directors, supervisors, and senior management personnel shall report to the company the shares of the company they hold and their changes, and the number of shares transferred each year during their tenure shall not exceed 25% of the total number of shares of the company held by them; The shares of the company shall not be transferred within one year from the date of listing and trading. The above-mentioned personnel shall not transfer the shares of the company held by them within half a year after their resignation.

Article 29 After the company's shares are listed and traded on the stock exchange, directors, supervisors, senior managers, and shareholders who hold more than 5% of the company's shares shall purchase the company's shares within 6 months of purchase. Selling, or buying again within 6 months after selling, the income from this will belong to the company, and the company's board of directors will recover the income. However, if a securities company holds more than 5% of the shares due to the underwriting of the remaining shares purchased after the sale, the sale of the shares is not subject to the 6-month time limit.

If the company's board of directors fails to implement the provisions of the preceding paragraph, the shareholders have the right to request the board of directors to implement it within 30 days. If the company's board of directors fails to implement it within the above-mentioned time limit, shareholders have the right to directly file a lawsuit in the people's court in their own name for the benefit of the company.

If the company's board of directors fails to implement the provisions of the first paragraph, the responsible directors shall be jointly and severally liable in accordance with the law.

Chapter IV Shareholders and General Meetings of Shareholders

Section 1 Shareholders

Article 30 The company shall establish a register of shareholders of the company in accordance with the "Company Law" and other relevant laws and regulations. Company shareholders enjoy rights and assume obligations according to the types of shares they hold; shareholders holding the same types of shares enjoy the same rights and assume the same obligations.

Article 31 When a company convenes a general meeting of shareholders, distributes dividends, liquidates and engages in other related activities, the company may confirm the identity of shareholders as needed.

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Article 32 The shareholders of the company enjoy the following rights:
(1) Obtain dividends and other forms of benefit distribution in accordance with the shares held by them;
(2) Request, convene, preside over, participate in, or appoint shareholder proxies to participate in the general meeting of shareholders in accordance with the law, and exercise the corresponding voting rights;
(3) Supervising the company's operations and putting forward suggestions or inquiries;
(4) Transfer, donate or pledge the shares held by them in accordance with the provisions of laws, administrative regulations and the articles of association;
(5) Check the articles of association, the register of shareholders, the stubs of corporate bonds, the minutes of the shareholders' general meeting, the resolutions of the board of directors, the resolutions of the board of supervisors, and the financial accounting report;
(6) When the company is terminated or liquidated, it shall participate in the distribution of the remaining property of the company according to its share of shares;
(7) Shareholders who disagree with the company's merger or division resolutions made by the general meeting of shareholders shall request the company to purchase their shares;
(8) Other rights stipulated by laws, administrative regulations, departmental rules or these articles of association.

Article 33 If a shareholder proposes to consult the relevant information mentioned in the preceding article or request materials, he shall provide the company with a written document certifying the type of company’s shares and the number of shares held, and the company shall provide it in accordance with the shareholder’s request after verifying the identity of the shareholder.

Article 34 If the resolutions of the company’s shareholders’ meeting or board of directors violate laws and administrative regulations, the shareholders shall have the right to request the people’s court to affirm it to be invalid.

If the convening procedures and voting methods of the general meeting of shareholders or the board of directors violate laws, administrative regulations or the articles of association, or the content of the resolution violates the articles of association, the shareholders shall have the right to request the people's court to revoke the resolution within 60 days from the date when the resolution is made.

Article 35 If directors or senior management personnel violate laws, administrative regulations or the provisions of the Articles of Association when performing their duties in the company and cause losses to the company, shareholders who hold more than 1% of the company’s shares individually or collectively for more than 180 consecutive days have the right to write in writing Request the board of supervisors to file a lawsuit with the people's court; if the board of supervisors violates laws, administrative regulations or the provisions of this Articles of Association when performing the company's duties, and causes losses to the company, the shareholders may request the board of directors to file a lawsuit with the people's court in writing.

The board of supervisors or the board of directors refuses to file a lawsuit after receiving the shareholder's written request as specified in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receiving the request, or the situation is urgent, and failure to immediately file a lawsuit will cause irreparable damage to the company's interests , The shareholders specified in the preceding paragraph have the right to directly file a lawsuit in the people's court in their own name for the benefit of the company.

If another person infringes on the lawful rights and interests of the company and causes losses to the company, the shareholders specified in the first paragraph of this article may file a lawsuit in the people's court in accordance with the provisions of the first two paragraphs.

Article 36 If a director or senior manager violates the provisions of laws, administrative regulations or these Articles of Association and harms the interests of shareholders, the shareholders may file a lawsuit in the people's court.

Article 37 The shareholders of the company shall bear the following obligations:
(1) Comply with laws, administrative regulations and this charter;
(2) Payment of shares based on the shares subscribed for and the method of investment;
(3) Except for the circumstances stipulated by laws and regulations, no withdrawal of shares is allowed;
(4) Do not abuse the rights of shareholders to damage the interests of the company or other shareholders; do not abuse the independent status of the company as a legal person and the limited liability of shareholders to damage the interests of the company's creditors;
If a company shareholder abuses the shareholder's rights and causes losses to the company or other shareholders, he shall be liable for compensation in accordance with the law;
If a company shareholder abuses the company's independent status as a legal person and shareholders' limited liability, evades debts and seriously harms the interests of the company's creditors, they shall bear joint and several liability for the company's debts;
(5) Other obligations required by laws, administrative regulations and these articles of association.

Article 38 If a shareholder holding more than 5% of the company's voting shares pledges the shares he holds, he shall submit a written report to the company on the day that the fact occurs.

Article 39 The controlling shareholders and actual controllers of a company shall not use their associated relationships to harm the interests of the company. Anyone who violates the regulations and causes losses to the company shall be liable for compensation.

The controlling shareholders and actual controllers of the company have an obligation of good faith to the company and its shareholders. Controlling shareholders shall strictly exercise their rights as investors in accordance with the law. Controlling shareholders shall not use profit distribution, asset restructuring, foreign investment, capital appropriation, loan guarantees, etc. to damage the lawful rights and interests of the company and shareholders, or use their controlling position to harm the

interests of the company and shareholders.

Section 2 General Provisions of the General Meeting of Shareholders

Article 40 The general meeting of shareholders is the company's organ of power, which is composed of all shareholders and exercises the following functions and powers in accordance with the law:
(1) Decide on the company's business policy and investment plan;
(2) Election and replacement of directors and supervisors who are not held by employee representatives, and decide on the remuneration of directors and supervisors;
(3) Review and approve the report of the board of directors;
(4) Review and approve the report of the board of supervisors;
(5) Review and approve the company's annual financial budget plan and final account plan;
(6) Review and approve the company's profit distribution plan and loss recovery plan;
(7) To make a resolution on the increase or decrease of the company's registered capital;
(8) To make a resolution on the issuance of corporate bonds;
(9) Resolving company merger, division, dissolution, liquidation or change of company form;
(10) Amend this charter;
(11) To make a resolution on the company's hiring and dismissal of an accounting firm;
(12) To review and approve the guarantee matters stipulated in Article 41;
(13) Deliberating the company's purchase or sale of major assets within one year that exceed 30% of the company's most recent audited total assets;
(14) Review and approve matters concerning the use of raised funds;
(15) Review the equity incentive plan;
(16) Review laws, administrative regulations, departmental rules or other matters that should be decided by the general meeting of shareholders as stipulated in the Articles of Association.

The functions and powers of the aforementioned general meeting of shareholders shall not be exercised by the board of directors or other institutions or individuals through authorization.

Article 41 The following external guarantees of the company shall be reviewed and approved by the general meeting of shareholders after being approved by the board of directors:
(1) A guarantee with a single guarantee amount exceeding 10% of the most recent audited net assets;
(2) The total amount of external guarantees provided by the company and its controlling subsidiaries exceeds any guarantee provided after 50% of the most recently audited net assets;
(3) Guarantees provided to guarantee objects whose asset-liability ratio exceeds 70%;
(4) A guarantee that exceeds 30% of the company's most recent audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;
(5) Guarantees provided to shareholders, actual controllers and their affiliates;
(6) Other guarantee situations stipulated by laws, regulations, and regulatory legal documents.

Among them, the (4) guarantee must be approved by more than two-thirds of the voting rights held by shareholders attending the meeting.

The guarantee matters within the scope of authority of the board of directors shall be approved by more than half of all directors and shall also be approved by more than two-thirds of the directors present at the board meeting.

When the general meeting of shareholders considers the guarantee proposal for shareholders, actual controllers and their affiliates, the shareholder or the shareholder dominated by the actual controller shall not participate in the voting, and the voting shall be held by other shareholders attending the general meeting. More than half of them passed.

Article 42 If the company's transactions (except the provision of guarantees) meet one of the following standards, they shall be submitted to the shareholders meeting for deliberation:
(1) The total assets involved in the transaction (where there are both book value and appraisal value, whichever is higher) accounted for more than 50% of the company's most recent audited total assets;
(2) The transaction value of the transaction (including debts and expenses assumed) accounts for more than 50% of the company's market value;
(3) The net assets of the transaction target (such as equity) in the most recent fiscal year accounted for more than 50% of the company's market value;
(4) The relevant operating income of the transaction target (such as equity) in the most recent fiscal year accounts for more than 50% of the company's audited operating income in the most recent fiscal year, and exceeds 50 million yuan;
(5) The profit from the transaction accounts for more than 50% of the company's audited net profit in the most recent fiscal year and exceeds 5 million yuan;
(6) The relevant net profit of the transaction target (such as equity) in the most recent fiscal year accounts for more than 50% of the company's audited net profit in the most recent fiscal year, and exceeds 5 million yuan;
(7) Transactions in which the amount of transactions between the company and related parties (excluding the provision of guarantees) accounts for more than 1% of the company's most recent audited total assets or market value, and exceeds 30 million yuan.

If the data involved in the above indicators is negative, take the absolute value for calculation.

Article 43 The general meeting of shareholders is divided into annual general meetings and extraordinary general meetings. The annual general meeting of shareholders is convened once a year and shall be held within 6 months after the end of the previous fiscal year.

Under any of the following circumstances, the company shall convene an extraordinary general meeting of shareholders within 2 months from the date of the fact:
(1) When the number of directors is less than the number specified in the "Company Law" or 2/3 of the number specified in this Articles of Association;
(2) When the company's unrecovered losses reach 1/3 of the total paid-in share capital;
(3) At the request of shareholders who individually or collectively hold more than 10% of the

company's shares;
(4) When the board of directors deems it necessary;
(5) When the board of supervisors proposes to convene;
(6) Other circumstances stipulated by laws, administrative regulations, departmental rules or these articles of association.

Article 44 A company shall convene a general meeting of shareholders at the domicile of the company or the place designated by the convener of the general meeting of shareholders.

The general meeting of shareholders shall set up a venue and be convened in the form of an on-site meeting. The time and location of the on-site meeting should be convenient for shareholders to participate. After the notice of the general meeting of shareholders is issued, the venue of the on-site meeting of the general meeting of shareholders shall not be changed without justifiable reasons. If it is really necessary to change, the convener shall make an announcement and explain the reason at least 2 trading days before the on-site meeting. The company shall provide online voting methods to facilitate shareholders' participation in the general meeting of shareholders. Shareholders who participate in the general meeting of shareholders through the above methods shall be deemed to have attended.

Article 45 When a company convenes a general meeting of shareholders, it may hire a lawyer to issue a legal opinion on the following issues, which shall be disclosed together with the resolutions of the general meeting of shareholders:
(1) Whether the convening and convening procedures of the meeting are in compliance with laws, administrative regulations, and this charter;
(2) Whether the qualifications of the persons attending the meeting and the qualifications of the convener are legal and valid;
(3) Whether the voting procedures and voting results of the meeting are legal and valid;
(4) Legal opinions issued on other relevant issues at the request of the company.

Section 3 Convening of the General Meeting of Shareholders

Article 46 Independent directors have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Regarding the proposal of independent directors to convene an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations and these articles of association, provide written feedback on whether or not to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within 5 days after the resolution of the board of directors is made; if the board of directors does not agree to convene an extraordinary general meeting, the reasons will be explained.

Article 47 The board of supervisors has the right to propose to the board of directors to convene an

extraordinary general meeting of shareholders, and shall propose to the board of directors in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations and these articles of association, provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting of shareholders, a notice of convening the general meeting of shareholders will be issued within 5 days after the resolution of the board of directors is made. Any changes to the original proposal in the notice shall be approved by the board of supervisors.

If the board of directors does not agree to convene an extraordinary general meeting of shareholders, or fails to provide feedback within 10 days after receiving the proposal, it is deemed that the board of directors cannot perform or fails to perform its duties of convening the general meeting of shareholders, and the board of supervisors may convene and preside over it by itself.

Article 48 Shareholders who individually or collectively hold more than 10% of the company's shares have the right to request the board of directors to convene an extraordinary general meeting of shareholders, and they shall make a written request to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations and these articles of association, provide written feedback on whether or not to convene an extraordinary general meeting within 10 days after receiving the request.

If the board of directors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening the general meeting of shareholders within 5 days after the resolution of the board of directors is made. Any changes to the original request in the notice shall be subject to the approval of the relevant shareholders.

If the board of directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the company's shares have the right to propose to the board of supervisors to convene an extraordinary general meeting, and shall submit a written notice to the board of supervisors. Make a request.

If the board of supervisors agrees to convene an extraordinary general meeting of shareholders, it shall issue a notice of convening the general meeting of shareholders within 5 days of receiving the request. Changes to the original proposal in the notice shall obtain the approval of the relevant shareholders.

If the board of supervisors fails to issue a notice of the general meeting of shareholders within the prescribed time limit, it shall be deemed that the board of supervisors does not convene and preside over the general meeting of shareholders, and shareholders who individually or collectively hold more than 10% of the company's shares for more than 90 consecutive days can convene and preside by themselves.

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Article 49 If the board of supervisors or shareholders decide to convene a shareholders meeting on their own, they must notify the board of directors in writing.

Before the resolution of the general meeting of shareholders is announced, the convening shareholders shall hold no less than 10% of the shares.

Article 50： The board of directors and the secretary of the board of directors shall support the general meeting of shareholders convened by the board of supervisors or shareholders themselves. The board of directors shall provide the list of shareholders of the company.

Article 51: The expenses necessary for the general meeting of shareholders convened by the board of supervisors or shareholders themselves shall be borne by the company.

Section 4 Proposals and notices of shareholders' meetings

Article 52 The contents of a proposal shall fall within the scope of functions and powers of the shareholders' meeting, have a clear agenda and specific matters to be resolved and comply with the relevant provisions of laws, administrative regulations and the articles of association.

Article 53 When the company holds a general meeting of shareholders, the board of directors, the board of supervisors and the shareholders who individually or collectively hold more than 3% of the shares of the company shall have the right to make proposals to the company.

Shareholders who individually or collectively hold more than 3% of the shares of the company may put forward an interim proposal and submit it in writing to the convenor 10 days prior to the shareholders' meeting. The convenor shall issue a shareholders' meeting supplementary notice within 2 days after receiving the proposal to set out the contents of the provisional proposal.

Except for the circumstances specified in the preceding paragraph, the convenor may not modify or add new proposals already listed in the notice of shareholders' meeting after the notice has been sent.
the shareholders' meeting shall not vote and make resolutions if the proposals are not listed in the notice of the shareholders' meeting or not in accordance with article 52 of the Articles of association.

Article 54 The convenor shall notify each shareholder 20 days prior to the holding of the annual shareholders' meeting and shall notify each shareholder 15 days prior to the holding of the extraordinary shareholders' meeting.

Article 55 The notice of the shareholders' general meeting shall include the following contents:
(1) Time, place and duration of the meeting:
(2) Matters and proposals to be submitted to the meeting for consideration;
(3) It shall be clearly stated in writing that all shareholders shall have the right to attend the

shareholders' meeting and can appoint a proxy in writing to attend the meeting making a vote.Such proxy need not be a shareholder of the company;
(4) The equity registration date of the shareholder entitled to attend the shareholders' meeting;
(5) Name and telephone number of the permanent contact person;
(6)Other contents stipulated by laws, regulations and normative legal documents.

The notice of shareholders' meeting and the supplementary notice shall fully and completely cover all concrete contents of all proposals. If the matters to be discussed require the opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed at the same time when the notice of the general meeting of shareholders or the supplementary notice is issued.

If the shareholders' meeting is adopted by Internet or other means. The time and procedures for voting by Internet or other means shall be clearly stated in the notice of the shareholders' meeting. Votes held online or in any other manner shall be no earlier than 3:00pm on the day prior to the live general meeting and no later than 9:30am on the day prior to the live general meeting. Such voting shall not be concluded before 3:00pm on the day prior to the live general meeting.

The interval between the date of equity registration and the meeting shall not be more than 7 working days. Once the equity registration date is confirmed, it shall not be changed.

Article 56 If the shareholders' meeting intends to discuss the election of directors and supervisors, the detailed information of the candidates for directors and supervisors shall be fully disclosed in the notice of the shareholders' meeting. The following are least included:
(1) Educational background, work experience, part-time job, etc.
(2) whether there is any association with the Company or the controlling shareholder and actual controller of the Company;
(3) Disclosing the number of shares held by the Company:
(4) Whether it has been punished by The China Securities Regulatory Commission (hereinafter referred to as the "China I Regulatory Commission"), other relevant departments and disciplined by the stock exchanges:
(5) Other contents stipulated by laws, regulations and normative legal documents.

Except for the election of directors and supervisors by a cumulative voting system, each candidate for director or supervisor shall submit a single proposal.

Article 57 After the notice of the shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or cancelled without justifiable reasons. Proposals set out in the notice of the general meeting shall not be cancelled. In case of postponement or cancellation, the convenor shall explain the reason at least 2 working days before the scheduled meeting.

Section 5 Convening of the General Meeting of shareholders

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Article 58 The board of directors and other conveners of the company shall take necessary measures to ensure the normal order of the shareholders' meeting. Measures will be taken against acts that disrupt shareholders' meetings, stir up troubles and infringe upon shareholders' legitimate rights and interests to stop and timely report to the relevant departments.

Article 59 All ordinary Stockholders (including preferred Stockholders with restored voting rights) registered on the date of registration of shares or their agents shall be entitled to attend the shareholders' meeting and exercise the right to vote in accordance with relevant laws, regulations and the Articles of association.

Shareholders may attend the shareholders' meeting in person or entrust a proxy to attend and vote on their behalf.

Article 60 If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid certificates or certificates to show his/her identity. When entrusting others to attend the meeting, they shall present their valid id cards and shareholders Power of attorney.

A legal person shareholder shall be attended by its legal representative or an agent entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her ID card and valid certificates certifying his/her qualification as legal representative. If an agent is entrusted to attend the meeting, the agent shall present his/her ID card and the written power of attorney issued by the legal representative of the legal person shareholder unit.

Article 61 A power of attorney issued by a shareholder entrusting others to attend the shareholders' meeting shall contain the following contents:
(1) Name of agent
(2) Whether they have the right to vote
(3) Instructions to vote for, against or abstain from voting on each item under consideration listed on the agenda of the general meeting respectively
(4) The issuing date and validity period of the power of attorney;
(5) Signature (or seal) of the consignor. If the client is a legal person shareholder, the seal of the legal person unit shall be affixed
(6) Other contents stipulated by laws, regulations and normative legal documents

Article 62 The power of attorney shall indicate whether the shareholder's agent may vote according to his own will if the shareholder does not give specific instructions.

Article 63 If a power of attorney for proxy voting is signed by a person authorized by the consignor, the power of attorney or other documents authorized to be signed shall be notarized. Notarized power of attorney or other authorization documents, and voting proxy

The power of attorney shall be kept at the company's residence or other place designated in the notice

calling the meeting.

If the client is a legal person, its legal representative or a person authorized by resolution of the board of directors or other decision-making organ shall attend the shareholders' meeting of the company as a representative.

Article 64 The company shall be responsible for making the meeting register of the participants. The register of meetings shall contain the names (or unit names), id card numbers, domicile addresses, the number of voting shares held or represented, and the names (or units) of the principal, etc.

Article 65 The convenor shall verify the validity of the shareholder's qualification and register the name of the shareholder and the number of voting shares held by the shareholder. Before that the moderator announces the number of shareholders and agents present at the meeting and the total number of voting shares held, the registration of the meeting shall be terminated.

Article 66 When the shareholders' general meeting is held, all the directors, supervisors and secretaries of the board of directors shall attend the meeting. The general manager and other senior management personnel shall attend the meeting as non-voting delegates.

Article 67 The chairman shall preside over the shareholders' general meeting. If the chairman is unable or fails to perform his duties, the vice chairman shall preside over it. If the vice-chairman is unable or fails to perform his duties, a director jointly recommended by more than half of the directors shall preside over the appointment.

The shareholders' general meeting convened by the board of supervisors shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors is unable or fails to perform his duties, a chairman shall be jointly recommended by more than half of the supervisors.

A general meeting of shareholders convened by shareholders themselves shall be presided over by a representative elected by the convenor.

If the chairman of a shareholders' meeting violates the rules of procedure and prevents the meeting from continuing. With the consent of more than half of the shareholders with voting rights present at the shareholders' meeting, the shareholders' meeting may elect one person to preside over the meeting and continue the meeting.

Article 68 The rules of procedure of the shareholders' general meeting set by company specify in detail the convening and voting procedures of the general meeting of shareholders including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes and signing of meetings, as well as the principle of the general meeting's authorization to the board of directors and the authorization contents shall be specified. The rules of procedure of the shareholders' meeting shall be appended to the articles of

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association drawn up by the board of directors and approved by the shareholders' meeting.

Article 69 At the annual shareholders' meeting, the board of directors and the board of supervisors shall report to the shareholders' meeting on their work in the past year and each independent director shall also report on his work

Article 70 Directors, supervisors and senior managers shall give explanations to shareholders' questions and suggestions at the shareholders' meeting.

Article 71 The presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights before voting, and the number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights shall be based on the registration of the meeting.

Article 72 The shareholders' meeting shall be recorded in the minutes, which shall be the responsibility of the secretary of the board of directors, and the minutes shall record the following contents.
(1) The time, place, agenda and name of the convener of the meeting.
(2) The name of the presiding officer of the meeting and the directors, supervisors, general manager and other senior management present or attending the meeting.
(3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the Company.
(4) The consideration of each proposal, speaking points and voting results.
(5) The shareholders' queries or suggestions and the corresponding replies or explanations.
(6) The names of the attorneys and the tellers and supervisors of the votes.
(7) Other contents stipulated in the Articles of Association and the laws, regulations and regulatory legal documents that should be included in the minutes of the meeting.

Article 73 The convener shall ensure that the minutes of the meeting are true, accurate and complete. The directors, supervisors, secretary of the board of directors, the convener or his representative and the presiding officer attending the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the signature book of the shareholders present on site and the proxy form for proxy attendance and other valid information on the voting situation in other ways for a period of not less than 10 years.

Article 74 The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is formed. If the shareholders' meeting is suspended or no resolution can be made due to force majeure and other special reasons, the necessary measures shall be taken to resume the shareholders' meeting as soon as possible or directly terminate this shareholders' meeting and announce it in a timely manner. At the same time, the convener shall report to the dispatching agency of the CSRC and the stock exchange where the company is located.

Section 6 Voting and Resolutions of the General Meeting of Shareholders

Article 75 Resolutions of the general meeting of shareholders shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution at a general meeting of shareholders shall be passed by 1/2 of the voting rights held by the shareholders (including the shareholders' proxies) present at the general meeting.

A special resolution at a general meeting shall be passed by at least 2/3 of the votes held by the shareholders (including the shareholders' proxies) present at the general meeting.

Article 76 The following matters shall be adopted by ordinary resolution of the general meeting of shareholders.
(1) Reports on the work of the Board of Directors and the Supervisory Board.
(2) The profit distribution plan and the plan to make up for losses prepared by the Board of Directors.
(3) The appointment and removal of members of the Board of Directors and the Supervisory Board and their remuneration and methods of payment
(4) The annual budget and final accounts of the Company.
(5) The annual report of the company.
(6) Matters other than those prescribed by laws and administrative regulations or stipulated in these Articles of Association which shall be adopted by special resolution.

Article 77 The following matters shall be adopted by a special resolution of the general meeting of shareholders.
(1) The increase or reduction of the registered capital of the company.
(2) The division, merger, dissolution and liquidation of the Company.
(3) The amendment of these Articles of Association.
(4) The purchase or sale of material assets or guarantees of the Company within one year exceeding 30% of the Company's latest audited total assets.
(5) The equity incentive plan.
(6) Other matters required by laws, administrative regulations or these Articles of Association, as well as matters that the General Meeting of Shareholders determines by ordinary resolution will have a significant impact on the Company and require the adoption of a special resolution.

Article 78 Shareholders (including shareholders' proxies) shall exercise their voting rights in the amount of voting shares represented by them, and each share shall be entitled to one vote.

When the shareholders' meeting considers important matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote count shall be publicly disclosed in a timely manner.

The shares of the Company held by the Company shall not have voting rights and such shares shall not be counted as part of the total number of shares with voting rights present at the general meeting.

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The Board of Directors, independent directors and shareholders who meet the relevant requirements may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited person. The solicitation of shareholders' voting rights by way of remuneration or disguised remuneration is prohibited. The Company shall not propose a minimum percentage of shareholding for the solicitation of voting rights.

Article 79 When the shareholders' meeting considers matters related to connected transactions, the connected shareholders shall not participate in the voting and the number of voting shares represented by them shall not be counted as the total number of valid votes; the resolution of the shareholders' meeting shall fully disclose the voting of non-connected shareholders.

The procedures for recusal and voting of shareholders with related relationships shall be
(1) Application for recusal shall be made by the related shareholder or other shareholders.
(2) A majority of all directors of the Board of Directors shall decide by resolution whether the shareholder is an affiliated shareholder and decide whether he or she shall recuse himself or herself.
(3) The connected shareholder shall not participate in or attend the consideration of the connected transaction.
(5) When voting on matters relating to connected transactions at the general meeting, after deducting the number of voting shares represented by the connected shareholders, the non-connected shareholders present at the general meeting shall vote in accordance with the relevant provisions of these Articles.

Article 80 The Company shall, on the premise of ensuring that the shareholders' meeting is legal and effective, provide modern information technology means such as voting platform in online form through various ways and means as a priority to facilitate shareholders' participation in the shareholders' meeting.
Article 81 Except in special circumstances such as a crisis, the Company will not enter into a contract with a person other than a director, manager or other senior management to place the management of all or important business of the Company under that person's responsibility unless approved by a special resolution at a general meeting of shareholders.

Article 82 The list of candidates for directors and supervisors shall be submitted to the shareholders' meeting for voting by way of proposal.

The manner and procedure for nomination of directors and supervisors shall be as follows
(1) When the Board of Directors is re-elected for a new term or when additional directors are added to the current Board of Directors, the current Board of Directors, shareholders holding individually or collectively more than 3% of the shares of the Company may nominate candidates for directors or candidates for additional directors for the next term of the Board of Directors in accordance with the number of persons to be elected.
(2) When the Supervisory Board is re-elected or when the current Supervisory Board has additional Supervisors, the current Supervisory Board, shareholders who individually or collectively hold more

than 3% of the shares of the Company may, in accordance with the number of persons to be elected, nominate candidates for Supervisors or additional candidates for Supervisors who are not representatives of employees for the next Supervisory Board.
(3) The candidates for directors or supervisors nominated by shareholders shall be submitted to the general meeting of shareholders for election after qualification examination by the current board of directors.

In the event that the number of directors or supervisors to be elected exceeds one, the cumulative voting system may be implemented at the shareholders' meeting for voting on the election of directors or supervisors.

The cumulative voting system referred to in the preceding paragraph means that when the shareholders' meeting elects directors or supervisors, each share shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be used centrally. The Board of Directors shall announce to the shareholders the resume and basic information of the candidate directors and supervisors.

The following principles shall be applied in the implementation of the cumulative voting system in the shareholders' meeting.
(1) The number of candidates for directors or supervisors may be more than the number to be elected at the shareholders' meeting, but the number of candidates voted by each shareholder shall not exceed the number of directors or supervisors to be elected at the shareholders' meeting, and the total number of votes allocated shall not exceed the number of votes owned by the shareholders, otherwise, the votes shall be null and void.
(2) Separate voting for independent directors and non-independent directors. (2) In the election of independent directors, each shareholder shall be entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of independent directors to be elected, and such votes shall be cast only for the independent director candidates of the Company; in the election of non-independent directors, each shareholder shall be entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of non-independent directors to be elected, and such votes shall be cast only for the non-independent director candidates of the Company.
(3) The candidates for directors or supervisors shall be determined in the order of the number of votes received, provided that the minimum number of votes received by each elected candidate must exceed half of the total number of shares held by shareholders (including shareholders' proxies) present at the shareholders' meeting. If the number of directors or supervisors to be elected is less than the number of directors or supervisors to be elected at the general meeting, all the candidates for directors or supervisors who do not have enough votes shall be voted again for the shortfall, and if the number is still not enough, the next general meeting of the Company shall make up the election. If two or more candidates for Directors or Supervisors receive the same number of votes, but only some of them can be elected due to the limitation of the number of seats to be elected, the candidates for Directors or Supervisors with the same number of votes shall be re-elected by separate ballot.

Article 83 Except for the cumulative voting system, the General Meeting of Shareholders will vote on all proposals one by one, and if there are different proposals on the same matter, the voting will be conducted in the chronological order in which the proposals are made. The General Meeting of Shareholders will not set aside or withhold voting on proposals, except for special reasons such as force majeure that causes the General Meeting of Shareholders to be suspended or unable to make resolutions.

Article 84 When a proposal is considered at a shareholders' meeting, no amendment will be made to the proposal; otherwise, the change in question shall be considered a new proposal and cannot be voted on at this shareholders' meeting.

Article 85 The same voting right can only choose one of the on-site or other voting methods, and the result of the first vote shall prevail in the event of repeated voting on the same voting right.

Article 86 The shareholders' meeting shall be held by secret ballot.

Article 87 Before voting on the proposal, the shareholders' meeting shall elect two representatives to participate in the counting and supervising of votes. If the matter under consideration has an interest with the shareholders, the relevant shareholders and their proxies shall not participate in the counting and supervising of votes.

When the shareholders' meeting votes on the proposal, the lawyer, the shareholders' representative and the supervisor's representative shall be responsible for counting the votes and announcing the voting results on the spot, and the voting results of the resolution shall be recorded in the minutes of the meeting.

Shareholders of listed companies who vote through the internet or other means or their proxies shall have the right to check their voting results through the corresponding voting system.

Article 88 The on-site shareholders' meeting shall end no earlier than the online or other means, and the presiding officer shall announce the voting status and results of each proposal and announce whether the proposal is passed or not based on the voting results.

Before the official announcement of the voting results, the company, the tellers, the scrutineers, the major shareholders and other relevant parties involved in the on-site and other voting methods of the shareholders' meeting shall have the obligation to keep the voting confidential.

Article 89 Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposal submitted for voting: agree, disagree or abstain.

Any votes not filled in, wrongly filled in, or illegible, or any votes not cast shall be deemed to be

abstentions by the voter, and the voting results of the number of shares held by the voter shall be counted as "abstentions".

Article 90 If the presiding officer has any doubt about the result of the resolution submitted for voting, he/she may organize a vote count on the votes cast; if the presiding officer does not conduct a vote count, shareholders or shareholders' proxies present at the meeting who disagree with the announcement of the result by the presiding officer shall have the right to request a vote count immediately after the announcement of the result of the vote, and the presiding officer shall organize a vote count immediately.

Article 91 Resolutions of the General Meeting shall be announced in a timely manner, and the announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and the proportion of the total number of voting shares of the Company, the manner of voting, the voting results of each proposal and the details of each resolution adopted.

Article 92 If a proposal is not approved, or if the current shareholders' meeting changes the resolution of the previous shareholders' meeting, a special reminder shall be included in the resolution of the shareholders' meeting.
Article 93 If the shareholders' meeting adopts the proposal concerning the election of directors and supervisors, the new directors and supervisors shall take office at the time determined in the resolution of the shareholders' meeting.

Article 94 If the shareholders' meeting adopts the proposal on cash dividend, share bonus or capitalization of capital reserve, the Company will implement the specific plan within 2 months after the shareholders' meeting.

Chapter V Board of Directors

Section1 Directors

Article 95 The director of a company is a natural person, and cannot be a director of the company if he or she has any of the following circumstances.
(1) no civil capacity or restricted civil capacity.
(2) for embezzlement, bribery, misappropriation of property, misappropriation of property or undermine the socialist market economic order, was sentenced to imprisonment for less than five years, or deprived of political rights for a crime, the expiration of the period of execution of less than five years.
(3) as a director or factory manager or manager of the company or enterprise in bankruptcy liquidation, the company or enterprise is personally responsible for the bankruptcy of the company or enterprise, not more than three years from the date of completion of the bankruptcy liquidation of the company or enterprise.

(4) as a company or enterprise whose business license has been revoked for violation of the law, ordered to close the legal representative of the company or enterprise, and is personally liable for less than three years from the date of revocation of the business license of the company or enterprise.
(5) personally liable for a large amount of debt due to be unsettled.
(6) by the China Securities Regulatory Commission imposed a ban on the securities market punishment, the period has not expired
(7) other content of the laws, administrative regulations or departmental regulations.
If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or employment shall be null and void. If the circumstances of this Article occur during the term of office of a director, the Company shall dismiss him/her from office.

Article 96 Directors shall be elected or replaced by the general meeting of shareholders and may be removed from office by the general meeting of shareholders before the expiration of their term of office. The term of office of the directors shall be three years and they may be re-elected upon the expiration of the term of office.

The term of office of the directors shall be calculated from the date of their appointment to the expiration of the current term of the Board of Directors. If a director's term of office expires without timely re-election, the original director shall still perform the duties of a director in accordance with the laws, administrative regulations, departmental rules and regulations and these Articles of Association until the re-elected director assumes office.

Directors may be concurrently appointed by the general manager or other senior management personnel, provided that the total number of directors who also hold the positions of general manager or other senior management personnel and directors who are employee representatives shall not exceed 1/2 of the total number of directors of the Company.

Article 97 Directors shall abide by the laws, administrative regulations and these Articles of Association and shall have the following duties of fidelity to the Company.
(1) Shall not use their authority to accept bribes or other illegal income, and shall not misappropriate the property of the company.
(2) Shall not misappropriate the Company's funds.
(3) shall not open accounts to store the Company's assets or funds in his or her personal name or in the name of other individuals
(4) shall not, in violation of the provisions of these Articles, lend the Company's funds to others or provide guarantees for others with the Company's property without the consent of the shareholders' meeting or the Board of Directors
(5) Not to enter into contracts or transactions with the Company in violation of the provisions of these Articles or without the consent of the general meeting of shareholders.
(6) Shall not, without the consent of the general meeting of shareholders, use the convenience of his office to obtain for himself or others business opportunities that should belong to the Company, and to operate for himself or for others a business of the same kind as the Company's.

(7) Shall not accept commissions from transactions with the Company for his or her own benefit.
(8) Shall not disclose the secrets of the Company without authorization.
(9) shall not use his affiliation to harm the interests of the Company.
(10) Other duties of loyalty as stipulated in the laws, administrative regulations, departmental rules and these Articles.

Any income earned by a director in violation of the provisions of this Article shall belong to the Company; if the director causes losses to the Company, he/she shall be liable for compensation.

Article 98 Directors shall comply with the laws, administrative regulations and these Articles of Association and shall have the following diligence obligations to the Company.
(1) Shall exercise the rights granted by the company prudently, conscientiously and diligently so as to ensure that the business conduct of the company conforms to the requiremaents of national laws, administrative regulations and various national economic policies and that the business activities do not exceed the scope of business specified in the business license.
(2) Shall treat all shareholders fairly.
(3) Shall keep abreast of the company's business operation and management status.
(4) Shall sign a written confirmation of the company's periodic reports. (d) Shall ensure that the information disclosed by the company is true, accurate and complete.
(5) Shall truthfully provide relevant information and materials to the Supervisory Committee and shall not obstruct the Supervisory Committee or the Supervisors in the exercise of their powers.
(6) Other diligence obligations as stipulated in the laws, administrative regulations, departmental rules and regulations and the Articles.

Article 99 A 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 or her duties and the Board of Directors shall recommend to the general meeting of shareholders that he or she be removed.

Article 100 A director may resign before the expiration of his or her term of office. The resignation of a director shall be submitted to the Board of Directors in a written resignation report. The Board of Directors will disclose the situation within 2 days.

In the event that the Board of Directors of the Company falls below a quorum due to the resignation of a director, the original director shall still perform the duties of a director in accordance with the laws, administrative regulations, departmental rules and regulations and these Articles of Association until the newly elected director assumes office.

Except for the cases listed in the preceding paragraph, the resignation of a director shall take effect when the resignation report reaches the Board of Directors.

Article 101 A director who resigns or whose term of office expires shall complete all procedures for transfer to the Board of Directors, and his or her duty of loyalty to the Company and its shareholders

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shall not be discharged at the end of his or her term of office, but shall remain in effect for three years after the effective date of his or her resignation or the expiration of his or her term of office.

Article 102 No director shall act on behalf of the Company or the Board of Directors in his or her personal capacity without the provisions of these Articles of Incorporation or the legal authorization of the Board of Directors. When a director acts in his or her personal name, the director shall declare his or her position and identity in advance in cases where a third party would reasonably believe that the director is acting on behalf of the Company or the Board of Directors.

Article 103 A director who violates the laws, administrative regulations, departmental rules and regulations or the provisions of these Articles of Association in performing the duties of the company and causes damage to the company shall be liable for compensation.

Article 104 Independent Directors shall execute the relevant provisions of laws, administrative regulations and departmental rules and regulations.

Section 2 Board of Directors

Article 105 The company has a board of directors, which is responsible to the general meeting of shareholders.

Article 106 The board of directors is composed of 7 directors, of which 3 are independent directors.

Article 107 The board of directors shall exercise the following powers:
(1) Convene a general meeting of shareholders and report to the general meeting of shareholders;
(2) Implementing the resolutions of the general meeting of shareholders;
(3) Decide on the company's business plan and investment plan;
(4) Formulating the company's annual financial budget plan and final account plan;
(5) Formulating the company's profit distribution plan and loss compensation plan;
(6) Formulating plans for the company to increase or decrease its registered capital, issue bonds or other securities, and go public;
(7) Drafting plans for major company acquisitions, stock purchases of the company, or mergers, divisions, dissolutions, and changes to the company's form;
(8) Within the scope of authorization of the general meeting of shareholders, decide on matters such as the company's external investment, purchase and sale of assets, asset mortgage, external guarantees, entrusted financial management, and related transactions;
(9) Deciding on the establishment of the company's internal management organization;
(10) Appointing or dismissing the general manager and secretary of the board of directors of the company; appointing or dismissing the company's deputy general manager, financial officer and other senior management personnel based on the nomination of the general manager, and deciding on their remuneration and rewards and punishments;
(11) Formulate the company's basic management system;

(12) Formulate a revision plan for this charter;
(13) Manage the company's information disclosure matters;
(14) Proposing to the general meeting of shareholders to hire or replace an accounting firm for the company's audit;
(15) Listen to the work report of the company's general manager and inspect the work of the general manager;
(16) Other functions and powers granted by laws, administrative regulations, departmental rules or these articles of association.

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

The company's board of directors establishes an audit committee and, if necessary, establishes relevant special committees such as strategy, nomination, remuneration and assessment. Special committees are accountable to the board of directors, and perform their duties in accordance with the articles of association and the authorization of the board of directors. Proposals shall be submitted to the board of directors for deliberation and decision. The members of the special committees are all composed of directors. Among them, the independent directors of the Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee account for the majority and serve as the convener. The convener of the audit committee is an accounting professional. The board of directors is responsible for formulating the working procedures of the special committees and regulating the operation of the special committees.

Article 108 The board of directors of the company shall provide an explanation to the general meeting of shareholders on the non-standard audit opinion issued by the certified public accountant on the company's financial report.

Article 109 The board of directors shall formulate rules of procedure of the board of directors to ensure that the board of directors implements the resolutions of the general meeting of shareholders, improves work efficiency, and ensures scientific decision-making.

The rules of procedure of the board of directors shall be included as an annex to the articles of association, drafted by the board of directors and approved by the general meeting of shareholders.

Article 110 The board of directors shall determine the powers of foreign investment, purchase and sale of assets, asset mortgages, external guarantees, entrusted financial management, and related transactions, establish strict review and decision-making procedures, and organize relevant experts and professionals to conduct major investment projects. Review and report to the general meeting of shareholders for approval.

The company's transactions (including but not limited to foreign investment, purchase or sale of assets, asset mortgages, external guarantees, entrusted financial management, etc., excluding the purchase of

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raw materials, the sale of products, commodities and other assets related to daily operations and cash assets) If one of the following standards is met, it shall be submitted to the board of directors for deliberation:

(1) The total assets involved in the transaction account for more than 10% of the company's most recent audited total assets, and if the total assets involved in the transaction have both book value and appraisal value, the higher one shall be used as the calculation data;

(2) The transaction value of the transaction accounts for more than 10% of the company's market value;

(3) The object of transaction (such as equity) in the most recent fiscal year accounted for more than 10% of the company's market value;

(4) The object of transaction (such as equity) in the most recent fiscal year accounts for more than 10% of the company's audited operating income in the most recent fiscal year, and the absolute amount exceeds 10 million yuan;

(5) The object of transaction (such as equity) in the most recent fiscal year accounts for more than 10% of the company's audited net profit in the most recent fiscal year, and the absolute amount exceeds 1 million yuan;

(6) The profit generated by the transaction accounts for more than 10% of the company's audited net profit in the most recent fiscal year, and the absolute amount exceeds 1 million yuan.

(7) Purchases and sales of assets and entrusted financial management matters that do not meet the standards required by laws, administrative regulations, relevant documents of the China Securities Regulatory Commission and the "Shanghai Stock Exchange Science and Technology Innovation Board Stock Listing Rules" that must be submitted to the general meeting of shareholders for deliberation and approval;

(8) Related party transactions that do not meet the standards required by laws, administrative regulations, relevant documents of the China Securities Regulatory Commission, and the "Shanghai Stock Exchange Science and Technology Innovation Board Stock Listing Rules" that must be submitted to the general meeting of shareholders for deliberation and approval. However, the amount of transactions between the company and related natural persons (including the cumulative amount of related transactions reached by the same subject or the same related person in twelve consecutive months) is less than 300,000 yuan, and the amount of transactions with related legal persons (including the same subject or Except for related transaction matters in which the cumulative amount of related transactions reached by the same related person in twelve consecutive months is less than 3 million yuan and less than the company's most recent audited total assets and less than 0.1% of the company's market value.

If the data involved in the calculation of the above indicators is negative, take the absolute value for calculation.

The board of directors deliberated and decided on acquisitions, sales of assets, asset mortgages, entrusted wealth management, major financing and related-party transactions that accounted for more than 10% of the most recent audited net assets and less than 30%. Acquisitions, sales of assets, asset mortgages, entrusted financial management, and major financing matters that account for less than 10% of the most recently audited net assets shall be approved by the chairman of the board of directors

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authorized by the board of directors.

The board of directors examines and approves foreign investment matters whose single amount accounts for less than 30% of the most recently audited net assets.

The board of directors has the right to decide on external guarantee matters other than those stipulated in Article 41 of this Articles of Association.

The board of directors shall establish strict review and decision-making procedures. Matters that exceed the decision-making authority of the board of directors must be approved by the general meeting of shareholders. For major investment projects, relevant experts and professionals shall be organized to review and report to the general meeting of shareholders for approval.

Article 111 The board of directors shall have one chairman and one vice-chairman. The chairman and vice-chairmen shall be elected by the board of directors by more than half of all directors.

Article 112 The chairman of the board shall exercise the following powers:
(1) Preside over the general meeting of shareholders and convene and preside over the meeting of the board of directors;
(2) Supervise and inspect the implementation of the resolutions of the board of directors;
(3) Other powers granted by the board of directors.

Article 113 The vice chairman assists the chairman of the board in his work. If the chairman is unable to perform his duties or fails to perform his duties, the vice chairman shall perform his duties; if the vice chairman is unable to perform his duties or fails to perform his duties, more than half of the directors shall jointly recommend One director performs his duties.

Article 114 The board of directors shall convene at least two meetings a year, convened by the chairman of the board, and notify all directors and supervisors in writing 10 days before the meeting.

Article 115 Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors or the board of supervisors may propose to convene an extraordinary meeting of the board of directors. The chairman of the board shall convene and preside over the board meeting within 10 days after receiving the proposal.

Article 116 The notice method for the board of directors convening an extraordinary board meeting shall be sent by hand, fax, telephone or e-mail; the time limit for the notice shall be 5 days before the meeting. If the situation is urgent and it is necessary to convene an extraordinary meeting of the board of directors as soon as possible, the notice time of the above-mentioned meeting is not restricted, but a reasonable notice shall be issued, and the convener shall make an explanation at the meeting.

Article 117 The notice of board meeting shall include the following contents:

(1) The date and place of the meeting;
(2) The duration of the meeting;
(3) Reasons and issues;
(4) The date when the notice is issued;
(5) Other content stipulated by laws, administrative regulations, departmental rules or regulatory legal documents.

Article 118 The board meeting shall be held only when more than half of the directors are present. The resolution of the board of directors must be passed by more than half of all directors.

The vote of the Board resolution, the implementation of one vote.

Article 119 Where a director has an associated relationship with the enterprise involved in the resolutions of the board of directors meeting, he shall not exercise the right to vote on the resolution, nor shall he exercise the right to vote on behalf of other directors. The board meeting can be held when more than half of the unrelated directors are present, and the resolutions of the board meeting must be passed by more than half of the unrelated directors. If the number of unrelated directors present at the board of directors is less than 3, the matter shall be submitted to the general meeting of shareholders for deliberation.

Article 120 The voting method of the resolutions of the board of directors is as follows: unless more than half of the directors present at the meeting agree to vote by a show of hands, the board of directors shall adopt a written voting method.
Interim meetings of the board of directors can be conducted in writing (including the delivery of meeting materials by hand, mail, fax, and e-mail), telephone conferences (or with the help of similar communication equipment), provided that the directors can fully express their opinions. The secretary of the board of directors shall make a resolution of the board of directors after the meeting, which shall be signed by the participating directors.

Article 121 The board of directors meeting shall be attended by the director in person; if the director is unable to attend for some reason, he may entrust another director in writing to attend the meeting on his behalf. The power of attorney shall include the agent's name, agency matters, scope of authorization, and validity period. And signed or sealed by the client. The director attending the meeting on behalf of the director shall exercise the rights of the director within the scope of authorization. If a director fails to attend the meeting of the board of directors and does not entrust a representative to attend, he shall be deemed to have waived his right to vote at that meeting.

Article 122 The board of directors shall make minutes of the decisions on matters discussed at the meeting, and the directors present at the meeting shall sign the minutes.
The minutes of the board of directors shall be kept as company files, and the retention period shall not be less than 10 years.

Article 123 The minutes of the board meeting shall include the following contents:
(1) The date, place and name of the convener of the meeting;
(2) The names of the directors present and the names of the directors (agents) entrusted by others to attend the board of directors;
(3) Meeting agenda;
(4) The main points of the director's speech;
(5) The voting method and result of each resolution item (the voting result should indicate the number of votes for, against or abstention);
(6) Other content stipulated by laws, administrative regulations, departmental rules or regulatory legal documents.

Chapter VI General Manager and other senior management personnel

Article 124 The company has a general manager who shall be appointed or dismissed by the board of directors. The company has several deputy general managers who are appointed or dismissed by the board of directors.

The general manager, deputy general managers, secretary of the board of directors, and chief financial officer of the company are senior management personnel of the company.

Article 125 The circumstance that Article 95 of the Articles of Association does not allow to serve as a director is also applicable to senior management personnel.

The provisions of Article 97 of the Articles of Association concerning the loyalty obligations of directors and Article 98 (4), (5) and (6) concerning the diligence obligations also apply to senior management personnel.

Article 126 Persons who hold administrative positions other than directors and supervisors in the company's controlling shareholder unit shall not serve as senior managers of the company.

Article 127 The term of office of the general manager is 3 years, and the general manager may be reappointed.

Article 128 The general manager is responsible to the board of directors and exercises the following powers:
(1) Preside over the company's production and operation management, organize the implementation of board resolutions, and report to the board of directors;
(2) Organize the implementation of the company's annual business plan and investment plan;
(3) Draft a plan for the establishment of the company's internal management organization;
(4) Draft the company's basic management system;
(5) Formulate specific rules and regulations of the company;
(6) Request the board of directors to appoint or dismiss the company's deputy general manager and

person in charge of finance;
(7) Decide on the appointment or dismissal of management personnel other than those to be appointed or dismissed by the board of directors;
(8) Other functions and powers granted by this Articles of Association or the Board of Directors.
The general manager shall be present at the board meeting.

Article 129 The general manager shall formulate the working rules of the general manager, which shall be implemented after being approved by the board of directors.

Article 130 The working rules of the general manager shall include the following contents:
(1) The conditions, procedures and participants of the general manager meeting;
(2) The specific responsibilities and division of labor of the general manager and other senior management personnel;
(3) The use of the company's funds and assets, the authority to sign major contracts, and the reporting system to the board of directors and the board of supervisors;
(4) Other matters deemed necessary by the board of directors.

Article 131 The general manager may resign before the expiration of his term. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labor service contract between the general manager and the company.

Article 132 The deputy general manager shall be nominated by the general manager and appointed by the board of directors. The deputy general manager assists the general manager in his work.

Article 133 The company shall set up a secretary of the board of directors to be responsible for the preparation of the company's general meeting of shareholders and board of directors, document custody, management of the company's shareholders' information, and information disclosure matters.

The secretary of the board of directors shall abide by the relevant provisions of laws, administrative regulations, departmental rules and this Articles of Association.

Article 134 Senior management personnel who violate laws, administrative regulations, departmental rules or the provisions of this Articles of Association when performing their duties in the company and cause losses to the company shall be liable for compensation.

Chapter VII The Board of Supervisors

Section 1 Supervisors

Article 135 The circumstance that Article 95 of the Articles of Association shall not serve as a director shall also apply to supervisors.

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Directors, general managers and other senior management personnel shall not concurrently serve as supervisors.

Article 136 Supervisors shall abide by laws, administrative regulations and the Articles of Association, have obligations of loyalty and diligence to the company, shall not use their powers to accept bribes or other illegal income, and shall not embezzle the company's property.

Article 137 The term of office of supervisors shall be 3 years. Upon expiration of the term of office of supervisors, they can be re-elected.

Article 138 If a supervisor is not re-elected in time at the expiration of the term of office, or the supervisor resigns during the term of office and the members of the board of supervisors are less than the quorum, before the re-elected supervisor takes office, the original supervisor shall still comply with laws, administrative regulations and this Articles of Association. According to the regulations, perform the duties of a supervisor.

Article 139 The supervisor shall ensure that the information disclosed by the company is true, accurate and complete.

Article 140 Supervisors may attend meetings of the board of directors as non-voting delegates and raise questions or suggestions on matters resolved by the board of directors.

Article 141 Supervisors shall not use their associated relationships to damage the company's interests, and shall be liable for compensation if they cause losses to the company.

Article 142 Supervisors who violate laws, administrative regulations, departmental rules or the provisions of this Articles of Association in performing their duties in the company and cause losses to the company shall be liable for compensation.

Section 2 Board of Supervisors

Article 143 The company has a board of supervisors. The board of supervisors is composed of 3 supervisors, including 2 shareholder representative supervisors and 1 employee representative supervisor. The employee representative supervisor is elected by the company's employee representative assembly, employee assembly or other democratic means.
The board of supervisors has one chairman. The chairman of the board of supervisors is elected by more than half of all supervisors. The chairman of the board of supervisors convenes and presides over the meeting of the board of supervisors; if the chairman of the board of supervisors is unable to perform or fails to perform his duties, more than half of the supervisors shall jointly elect a supervisor to convene and preside over the meeting of the board of supervisors.

Article 144 The board of supervisors shall exercise the following functions and powers:

(1) It shall review the company's periodic reports prepared by the board of directors and provide written review opinions;
(2) Check the company's finances;
(3) Supervise the performance of the company's duties by directors and senior managers, and put forward suggestions for the removal of directors and senior managers who violate laws, administrative regulations, this Articles of Association, or resolutions of the general meeting of shareholders; (4) Become directors and senior managers When his behavior harms the company's interests,require directors and senior managers to make corrections;

Article 145 The board of supervisors shall hold a meeting at least once every six months. The supervisor may propose to convene an interim meeting of the board of supervisors. The resolution of the board of supervisors shall be adopted by more than half of the supervisors.

Article 146 The board of supervisors shall formulate the rules of procedure of the board of supervisors and clarify the discussion methods and voting procedures of the board of supervisors, so as to ensure the work efficiency and scientific decision-making of the board of supervisors.

Article 147 The board of supervisors shall make minutes of the decisions on the matters discussed, and the supervisors attending the meeting shall sign on the minutes.

Supervisors have the right to require that their speeches at the meeting be recorded in the minutes. The minutes of the meeting of the board of supervisors shall be kept as the company' archives for at least 10 years.

Article 148 The notice of the meeting of the board of supervisors shall include the following contents:
（1） The date, place and duration of the meeting;
（2） facts and topics;
（3） The date on which the notice was given;
（4） ） Other contents stipulated by laws, administrative regulations, departmental rules or normative legal documents.

Chapter VIII Financial Accounting system, profit distribution and audit

Section 1 Financial accounting system

Article 149 The company formulates the company's financial and accounting system in accordance with laws, administrative regulations and the provisions of relevant national departments.

Article 150 The company shall submit the annual financial and accounting report to the CSRC and the stock exchange within 4 months from the end of each fiscal year, and submit the semi annual financial and accounting report to the dispatched office of the CSRC and the stock exchange within 2 months from the end of the first 6 months of each fiscal year, submit quarterly financial and accounting reports

to the dispatched offices of CSRC and stock exchanges within one month from the end of the first three months and the first nine months of each fiscal year.

The above financial and accounting reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations and departmental rules.

Article 151 The company will not set up other accounting books except the legal accounting books. The assets of the company shall not be deposited in an account opened in the name of any individual.

Article 152 when distributing the after tax profits of the current year, the company shall withdraw 10% of the profits into the company's statutory reserve fund. If the cumulative amount of the company's statutory reserve fund is more than 50% of the company's registered capital, it may not be withdrawn.

If the company's statutory reserve fund is insufficient to make up for the losses of previous years, the profits of the current year shall be used to make up for the losses before withdrawing the statutory reserve fund in accordance with the provisions of the preceding paragraph.

After the company withdraws the statutory reserve fund from the after tax profit, it can also withdraw the discretionary reserve fund from the after tax profit upon the resolution of the shareholders' meeting. The remaining after tax profits of the company after making up the losses and drawing the reserve fund shall be distributed according to the proportion of shares held by shareholders, except for those not distributed according to the proportion of shares held in accordance with the provisions of the articles of association.

If the shareholders' meeting, in violation of the provisions of the preceding paragraph, distributes profits to shareholders before the company makes up for losses and withdraws statutory reserve, the shareholders must return the profits distributed in violation of the provisions to the company.

The company's shares held by the company shall not participate in the distribution of profits.

Article 153 The company's reserve fund is used to make up for the company's losses, expand the company's production and operation or increase the company's capital. However, the capital reserve will not be used to make up for the company's losses.

When the statutory accumulation fund is converted into capital, the retained accumulation fund will not be less than 25% of the company's registered capital before the conversion.

Article 154 After the general meeting of shareholders of the company makes a resolution on the profit distribution plan, the board of directors of the company shall complete the distribution of dividends (or shares) within 2 months after the general meeting of shareholders is held.

Article 155 The company's profit distribution policy is:

（1） Profit distribution principle:

The profit distribution of the company shall pay full attention to the reasonable investment return to investors, and the profit distribution policy shall maintain continuity and stability, and adhere to the following principles:

1. The principle of distribution according to legal order;
2. The principle of not distributing profits to shareholders without making up losses;
3. The principle of the same shares, the same rights and the same interests;
4. The principle that the company's shares held by the company shall not participate in the distribution of profits.

（2） Profit distribution form:

The company may distribute profits in the form of cash, stocks or a combination of cash and stocks; The profit distribution shall not exceed the scope of accumulated distributable profits and shall not damage the company's sustainable operation ability.

（3） Period interval of profit distribution:

On the premise that the net profit attributable to the shareholders of the parent company in the current year is positive, the company shall make profit distribution at least once a year, and the board of directors may propose the company to make interim profit distribution according to the company's profit and capital demand.

（4） Priority of profit distribution form:

If the company has the conditions for cash dividends, it shall give priority to cash dividends for profit distribution.

（5） Conditions for profit distribution:

1. Proportion of cash dividends

Under the condition of meeting the capital needs of the company's normal production and operation, if there is no significant adverse change in the company's external business environment and operating conditions, the profit distributed by the company in cash every year shall not be less than 10% of the distributable profit realized in the current year.

Specific conditions for issuing stock dividends

The company is in good operating condition. The company can put forward a stock dividend distribution plan after meeting the above cash dividends.

If the company distributes profits by cash and stock dividends at the same time, under the condition of meeting the capital needs of the company's normal production and operation, the company implements differentiated cash dividend policy:

① If the development stage of the company is mature and there is no major capital expenditure

arrangement, the proportion of cash dividends in this profit distribution shall at least reach 80%;
② If the development stage of the company is mature and there are major capital expenditure arrangements, the proportion of cash dividends in this profit distribution shall at least reach 40%;
③ If the development stage of the company is in the growth stage and there are major capital expenditure arrangements, when making profit distribution, the proportion of cash dividends in this profit distribution shall at least reach 20%;

If the development stage of the company is difficult to distinguish, but there are major capital expenditure arrangements, it may be handled in accordance with the provisions of the preceding paragraph.

The general meeting of shareholders authorizes the board of directors to put forward the profit distribution plan of the current year according to the above principles every year after comprehensively considering the characteristics of the company's industry, development stage, its own business model, profitability and whether there are major capital expenditure arrangements.

4. The above major capital expenditures refer to any of the following circumstances:
① The company plans to invest abroad, acquire or purchase assets with a cumulative expenditure of 50 million yuan or more in the next 12 months;
② The net cash flow from operating activities in the current year is negative;
③ Other circumstances prescribed by the CSRC or the Shanghai Stock Exchange.

（6） Review procedures for profit distribution:
1. The profit distribution plan shall be reviewed and approved by the board of directors and the board of supervisors respectively before it can be submitted to the general meeting of shareholders for deliberation. When the board of directors deliberates the profit distribution plan, it must be approved by more than half of all directors and more than half of the independent directors of the company. When the board of supervisors deliberates the profit distribution plan, it shall be approved by more than half of all supervisors.

2. When the general meeting of shareholders deliberates the profit distribution plan, it must be approved by more than half of the voting rights held by the shareholders attending the general meeting of shareholders; When voting at the general meeting of shareholders, online voting shall be provided to shareholders.

3. When the company makes an adjustment to the plan arrangement or principle for the use of retained undistributed profits, it shall be re submitted to the board of directors, the board of supervisors and the general meeting of shareholders for approval in accordance with the above deliberation procedures, and the reasons for the adjustment shall be demonstrated and explained in detail in the relevant proposals. The independent directors shall express independent opinions on this.

4. After the general meeting of shareholders of the company makes a resolution on the profit

distribution plan, the board of directors of the company shall complete the dividend distribution within 2 months after the general meeting of shareholders is held.

（7） The research and demonstration procedures and decision-making mechanism of the board of directors, the board of supervisors and the general meeting of shareholders on the profit distribution policy:

1. Before the publication of the periodic report, the board of directors of the company shall study and demonstrate the profit distribution plan on the premise of fully considering the company's sustainable operation ability, ensuring the funds required for normal production, operation and development and paying attention to the reasonable return on investment to investors. The independent directors shall express clear opinions when formulating the cash dividend plan.

2. Independent directors can solicit the opinions of minority shareholders, put forward dividend proposals and directly submit them to the board of directors for deliberation.

3. When formulating specific profit distribution plans, the board of directors of the company shall comply with the profit distribution policies stipulated in laws, regulations and the articles of Association; The profit distribution plan shall explain the use plan arrangement or principle of the retained undistributed profits of the current year, and the independent directors shall express independent opinions on the rationality of the profit distribution plan.

4. The board of directors of the company shall review and announce the profit distribution plan in the periodic report and submit it to the general meeting of shareholders for approval; If the board of directors of the company has not made a profit distribution plan, it shall consult the opinions of independent directors and supervisors, and disclose the reasons in the periodic report, and the independent directors shall express independent opinions on this.

5. The board of directors, the board of supervisors and the general meeting of shareholders shall fully consider the opinions of independent directors, supervisors and public investors in the process of relevant decision-making and demonstration.

（8） Adjustment of profit distribution policy:

1. If the company needs to adjust its profit distribution policy due to major changes in the external business environment or its own business conditions, the adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the stock exchange.

"Major changes in the external business environment or its own business conditions" refers to one of the following situations:

(1) Major changes in laws, regulations and industrial policies formulated by the state, and the company's operating losses are not caused by the company's own reasons;

(2) The occurrence of unforeseeable, unavoidable and insurmountable force majeure factors such as earthquake, typhoon, flood and war, which has a significant adverse impact on the company's production and operation and leads to the company's operating losses;

(3) After the company's statutory accumulation fund makes up for the losses of previous years, the net profit of the company in that year is still insufficient to make up for the losses of previous years;
(4) Other matters prescribed by the CSRC and the stock exchange.

2. The board of directors of the company shall fully consider the opinions of independent directors, the board of supervisors and public investors in the process of adjusting profit distribution policies. When the board of directors deliberates and adjusts the profit distribution policy, it must be approved by more than half of all directors and more than half of the independent directors of the company; When the board of supervisors considers the adjustment of profit distribution policy, it shall be approved by more than half of all supervisors.

3. The adjustment of profit distribution policy shall be reviewed and approved by the board of directors and the board of supervisors respectively before it can be submitted to the general meeting of shareholders for deliberation. The company shall protect the shareholders' rights and interests as the starting point and demonstrate and explain the reasons in detail in the proposal of the general meeting of shareholders. When the general meeting of shareholders deliberates the adjustment of profit distribution policy, it shall be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting.

Section 2 Internal Audit

Article 156 The company implements an internal audit system and is equipped with full-time auditors to conduct internal audit supervision over the company's financial revenue and expenditure and economic activities.

Article 157 The company's internal audit system and the responsibilities of auditors shall be implemented after being approved by the board of directors. The person in charge of audit shall be responsible for and report to the board of directors.

Section 3 Appointment of accounting firm

Article 158 The company employs an accounting firm qualified to engage in securities related business to carry out accounting statement audit, net asset verification and other related consulting services. The employment period is 1 year and can be renewed.

Article 159 The appointment of an accounting firm by the company must be decided by the general meeting of shareholders, and the board of directors shall not appoint an accounting firm before the decision of the general meeting of shareholders.

Article 160 The company guarantees to provide true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting materials to the employed accounting firm, and shall not refuse, hide or make false reports.

Article 161 The audit fees of the accounting firm shall be determined by the general meeting of shareholders.

Article 162 When the company dismisses or no longer renews the accounting firm, it shall notify the accounting firm 30 days in advance. When the general meeting of shareholders of the company votes on the dismissal of the accounting firm, the accounting firm is allowed to state its opinions.

If the accounting firm proposes to resign, it shall explain to the shareholders' meeting whether there is any improper situation in the company.

Chapter IX Notices and Public announcements

Section 1 Notice

Article 163 The company's notice shall be sent in the following forms:
Send by special person,
Send by mail,
Send by fax,
Send by E-mail,
Other forms stipulated in the Articles of Association.

Article 164 Once issued, a notice issued by the company shall be deemed to have been issued by the company

Article 165 Notice of the shareholders' general meeting of the company shall be delivered by special person, by fax, by mail or by E-mail

Article 166 Notices of board meetings of the company shall be delivered by special person, by fax, by mail or by E-mail.

Article 167 The notice of the meeting of the board of supervisors shall be delivered by special person, by fax, by mail or by E-mail.

Article 168 If a company notice is delivered by special person, the addressee shall sign (or seal) on the receipt of service, and the date of receipt signed by the addressee shall be the date of service.If a company notice is sent by mail, the date of service shall be the fifth working day from the date of delivery to the post office.If a company notice is sent by E-mail, the date when the E-mail reaches the information system of the person on whom it is served shall be deemed as the date of service.If a company notice is sent by fax, it shall be served on the date when the fax reaches the fax system of the addressee.

Article 169 Failure by accidental omission to give notice of a meeting to a person entitled to notice or to such person to receive notice of a meeting shall not invalidate the meeting and its resolutions.

Chapter X Merger, Division, Increase and Decrease of Capital, dissolution and liquidation

Section 1 Merger, division, capital increase and capital reduction

Article 170 The merger of companies may take the form of merger by absorption or new establishment. When a company absorbs another company, the absorbed company is dissolved.The merger of two or more companies to establish a new company is a new merger, and the merging parties shall be dissolved.

Article 171 In case of a merger, the parties to the merger shall sign a merger agreement and prepare a balance sheet and a list of assets.The company shall notify the creditors within 10 days from the date of making the merger resolution and make an announcement in a newspaper within 30 days.Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of public announcement if they do not receive the notice, demand that the company pay off its debts or provide corresponding security.

Article 172 When a company is merged, the claims and debts of the merged parties shall be succeeded by the surviving company or the newly established company after the merger.

Article 173 When a company is divided, its property shall be divided accordingly.

When a company is divided, a balance sheet and a list of assets shall be prepared.The company shall notify the creditors within 10 days from the date of making the separation resolution, and make an announcement in a newspaper within 30 days.

Article 174 The debts before the division of the company shall be jointly and severally liable by the company after the division.However, unless the written agreement on debt repayment reached between the company and its creditors prior to the division is otherwise agreed upon.

Article 175 When a company needs to reduce its registered capital,it must prepare a balance sheet and a statement of property.

The company shall notify its creditors within 10 days from the date of making the resolution to reduce its registered capital, and make an announcement in a newspaper within 30 days.Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of public announcement if they do not receive the notice, demand that the company pay off its debts or provide corresponding security.

The registered capital of the company after capital reduction will not be less than the statutory

minimum.

Article 176 Where a company is merged or divided and the registered items are changed, it shall go through the alteration registration with the company registration authority according to law; Where the company is dissolved, the company shall go through cancellation of registration according to law; The establishment of a new company shall be registered in accordance with the law.

When a company increases or decreases its registered capital, it shall go through alteration registration with the company registration authority according to law.

Section 2 Dissolution and liquidation

Article 177 The company is dissolved for the followingreasons:

(1) Expiration of the business term stipulated in the Articles of Association or occurrence of other causes for dissolution stipulated in the Articles of Association

(2)The shareholders' meeting resolved to dissolve the company,

(3)Dissolution is necessary due to merger or division of the company.

(4) Being revoked of its business license, ordered to close down or revoked according to law.

(5) If the company encounters serious difficulties in operation and management and the continued existence of the company will cause significant losses to the interests of the shareholders, which cannot be solved through other means, the shareholders holding more than 10% of all the voting rights of the company may request the people's court to dissolve the company.

Article 178 Where a company falls under the circumstances specified in item (1) of Article 177 of the articles of association, it may continue to exist by amending the articles of association.
The amendment of the articles of association in accordance with the provisions of the preceding paragraph shall be approved by at least 2/3 of the voting rights held by the shareholders attending the shareholders' meeting.

Article 179 Where the company is dissolved due to items (1), (2), (4), and (5) of Article 177 of the Articles of Association, a liquidation group shall be formed within 15 days from the date of occurrence of the cause of dissolution to begin liquidation.The liquidation group shall be composed of the directors or members determined by the shareholders' general meeting.If a liquidation group is not set up within the time limit, the creditors may apply to the people's court to appoint relevant personnel to form a liquidation group for liquidation.

Article 180 The liquidation group shall exercise the following authorities during the liquidation period:

1）Liquidate the company's assets and prepare separate balance sheets and lists of assets,

2）Notify and announce creditors,

3） Deal with the outstanding business of the company related to liquidation,

4） To settle taxes owed and incurred in the course of the settlement,
5） Settle claims and debts,
6） Dispose of the remaining property of the company after paying off debts.
7） To represent the company in civil litigation.

Article 181 The liquidation group shall notify creditors within 10 days of its establishment and make an announcement in a newspaper within 60 days.Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of public announcement if they do not receive the notice, demand that the company pay off its debts or provide corresponding security.

When the creditors declare their claims, they shall explain the relevant matters of the claims and provide supporting materials. The liquidation group shall register the claims.

During the period of filing claims, the liquidation group shall not pay off creditors.

Article 182 After liquidating the company's assets and preparing the balance sheet and list of assets, the liquidation team shall formulate a liquidation plan and submit it to the shareholders' general meeting or the people's court for confirmation.

The remaining property of the company shall be distributed by the Company according to the proportion of shares held by shareholders after the payment of liquidation expenses, wages of employees, social insurance expenses and statutory compensation, payment of taxes owed and repayment of company debts.

During the liquidation period, the company shall continue to exist, but no business activities unrelated to the liquidation shall be carried out.

Article 183 If the liquidation team, after liquidating the company's assets and compiling the balance sheet and inventory of assets, finds that the company's assets are insufficient to pay off debts, it shall apply to the people's court for declaring bankruptcy according to law.

After the company is declared bankrupt by ruling of the people's court, the liquidation team shall transfer the liquidation affairs to the people's court.

Article 184 After the liquidation of the company is completed, the liquidation team shall prepare a liquidation report and submit it to the shareholders' general meeting or the people's court for confirmation, and submit it to the company registration authority to apply for cancellation of company registration and announce the termination of the company.

Article 185 Members of the liquidation team shall be devoted to their duties and perform their liquidation obligations according to law.

Members of the liquidating committee may not take bribes or other illegal incomes by taking advantage of their authority, and may not misappropriate company property.

If a member of the liquidation team causes losses to the company or creditors due to his intent or gross negligence, he shall be liable for compensation.

Article 186 Where a company is declared bankrupt according to law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.

Chapter XI Amendment of articles of Association

Article 187 A company shall amend its articles of association under any of the following circumstances.

1）After the Company Law or relevant laws and administrative regulations are amended, the matters stipulated in the articles of association conflict with the provisions of the revised laws and administrative regulations.

2） Changes in the company's circumstances are inconsistent with those recorded in the articles of association.

3）The shareholders' meeting decides to amend the articles of association.

Article 188 If the amendments to the articles of association adopted by the resolution of the shareholders' meeting are subject to the examination and approval of the competent authority, they shall be reported to the competent authority for approval,Where the registered items of the company are involved, the alteration registration shall be handled according to law.

Article 189 The board of directors shall amend the articles of association in accordance with the resolution adopted by the shareholders' general meeting and the approval opinions of the competent authority concerned.

Article 190 Any amendment to the articles of association shall be publicly announced as required by laws and regulations.

Chapter XII Supplementary Provisions

Article 191 Interpretation

1) The controlling shareholder refers to the shareholder whose shares account for more than 50% of the

total share capital of the company; Shareholders who hold less than 50% of the shares but whose voting rights in respect of the shares they hold are sufficient to have a material influence on the resolutions of the general meeting of shareholders.

2) The actual controller refers to a person who, although not a shareholder of the company, can actually control the company's behavior through investment relations, agreements or other arrangements.

3） Association relationship refers to the relationship between the controlling shareholders, actual controllers, directors, supervisors and senior managers of a company and the enterprises directly or indirectly controlled by the company, as well as other relationships that may lead to the transfer of the company's interests. However, the association relationship between enterprises controlled by the state is not only because they are controlled by the state.

Article 192 The board of directors may, in accordance with the provisions of the articles of association, formulate rules and regulations which shall not contravene the provisions of the articles of association.

Article 193 The Articles of Association is written in Chinese. In case of any discrepancy between the articles of Association in any other language or in different versions, the Chinese version of the Articles of Association after the latest approval and registration by Nantong Municipal Bureau of Administrative Examination and Approval shall prevail.

Article 194 The terms "above", "within" and "below" used in the Articles of Association include these numbers. The words "less than", "more than", "less than" and "more than" do not contain this number.

Article 195 The board of directors shall be responsible for the interpretation of the articles of association.

Article 196 The parts of these rules that are applicable until a company is listed shall not be applicable for the time being before the company is listed, but shall be applicable from the date on which the company is listed.

Article 197 The appendix to the articles of association includes the rules of procedure of the shareholders' meeting, the board of directors and the board of supervisors.

Signature of the Legal Person:

Xue Jianlin

南通市场监督管理局 档案资料查询专用章