

Huizhou Speed Wireless Technology Co., Ltd.

Articles of Association

October 2017

Chapter 1 General Provisions

Article 1 In order to safeguard the legal rights and interests of Huizhou Speed Wireless Technology Co., Ltd. (hereinafter referred to as the "Company"), shareholders and creditors and regulate the organization and conduct of the Company, this articles of association of Company is made according to 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 and other relevant provisions.

Article 2 The Company is a joint stock limited company incorporated in accordance with the "Company Law" and other relevant laws and regulations of the State.

The Company was established by way of promotion and was registered in the Administrative Bureau for Industry and Commerce of Huizhou City and obtained its business license. The uniform social credit code of the Company is 914413007583329069.

Article 3 On April 11th, 2012, the Company, with the approval of the China Securities Regulatory Commission ("CSRC"), issued RMB 23,345,000 common stock to the public for the first time on June 8, 2012 on the Growth Enterprise Market of Shenzhen Stock Exchange Listing.

Article 4 The registration name of the Company: Huizhou Speed Wireless Technology Co., Ltd.

The address of the Company is: SX-01-02 Shangxia Area, Dongjiang High-tech Zone, Huizhou City, Guangdong Province, the People's Republic of China

Article 5 The registered capital of Company: 40,709.385 million yuan, paid-up capital: 40,709.385 million yuan.

Article 6 The business period of the Company: permanent existence of the limited company.

Article 7 The Chairman of the board of directors shall be the legal representative of the Company.

Article 8 The entire capital of the Company is divided into shares of equal par value.

Shareholder liabilities to the Company shall be limited to their respective shareholdings in the

Company whereas the Company's liabilities shall be limited to the total amount of its assets.

Article 9 This Articles of Association shall become effective upon the establishment of the Company. From the effective date of this Articles of Association, the Articles of Association shall be a legally binding document which regulates the organization and acts of the Company, and defines the rights and obligations between the Company and the shareholders and among the shareholders themselves.

This Articles of Association shall be binding on the Company, its shareholders, directors, supervisors, managers and other senior managerial officers. All persons mentioned above shall have rights to claim relating to the affairs of the Company in accordance with this Articles of Association.

In accordance with this Articles of Association, shareholders may file legal proceedings against other shareholders; shareholders may institute legal proceedings against the directors, supervisors, managers and other senior managerial officers; shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, supervisors, managers and other senior managerial officers of the Company.

Article 10 As referred to in the Articles of Association, other senior executives refer to the deputy general manager, board secretary and the chief financial officer of the Company.

Chapter 2 Business Objectives and Business Scope

Article 11 The business objectives of the Company are: to develop green antenna technology; create value for customers; improve staff quality of life; increase shareholder income and be a good corporate citizen.

Article 12 According to the law, the business scope of the Company includes: research and development, production and sales of terminal antennas for wireless communications and communication product accessories, and provide related technical services; Import and export of goods and technologies; movable and immovable property leasing. (projects required to be approved according to the law and the operation activities can only be carried out with the approval of relevant departments.)

Chapter 3 Shares

Section1 Share issue

Article 13 The company's shares take the form of shares.

Article 14 The shares of the company shall be conducted in an open, fair and equitable manner. Each share of the same type shall have the same rights. The conditions of issue and price per share, which is the same issue and the same type,

should be the same. Each share, subscribed by any group or individual, should be paid by the same amount.

Article 15 The total number of shares of the company is 40,709,385 shares, all of which are ordinary shares. The shares issued by the Company shall have par value of Renminbi one per share.

Article 16 The shares issued by the Company are centrally deposited in China Securities Depository and Clearing Co., Ltd.

Article 17 Company sponsor's name (name); Number of shares subscribed; The shareholding ratio and capital contribution are as follows

<i>Sponsor's Name</i>	<i>Number of Shares Subscribed</i>	<i>Shareholding Ratio (%)</i>	<i>Type of Investment</i>
<i>Huizhou Jinhai Trade Co., Ltd.</i>	<i>31,586,952</i>	<i>46.4514</i>	<i>Net assets</i>
<i>Guangdong Zhongke Baigun Venture Capital Co., Ltd.</i>	<i>8,252,412</i>	<i>12.1359</i>	<i>Net assets</i>
<i>Wen Qiaofu</i>	<i>5,262,248</i>	<i>7.7386</i>	<i>Net assets</i>
<i>Zhu Kunhua</i>	<i>4,634,948</i>	<i>6.8161</i>	<i>Net assets</i>
<i>Lin Shengzhong</i>	<i>2,430,864</i>	<i>3.5748</i>	<i>Net assets</i>
<i>Chen Xudong</i>	<i>2,131,120</i>	<i>3.1340</i>	<i>Net assets</i>
<i>Li Yuzhang</i>	<i>1,768,068</i>	<i>2.6001</i>	<i>Net assets</i>
<i>Tianjin Fortune Creation</i>	<i>1,635,196</i>	<i>2.4047</i>	<i>Net assets</i>

equity investment fund partnership			
Zhu Xudong	1,519,936	2.2352	Net assets
Tianjin Fortune Spirit equity investment fund partnership	1,421,268	2.0901	Net assets
Luo Jinhong	1,222,572	1.7979	Net assets
Wu Di	952,204	1.4003	Net assets
WangKai	852,652	1.2539	Net assets
Li Bin	600,032	0.8824	Net assets
Zhu Xuhua	521,220	0.7665	Net assets
Guangdong Branch investment business investment management limited liability company	458,456	0.6742	Net assets
Zhang Zifei	426,360	0.6270	Net assets
Luo Weidong	426,360	0.6270	Net assets
Wang Haibo	250,036	0.3677	Net assets

Wu Yongmao	250,036	0.3677	Net assets
Jiang Kaili	199,988	0.2941	Net assets
Sun Wenke	150,008	0.2206	Net assets
Guo Zhangping	150,008	0.2206	Net assets
Wang Kunjun	123,012	0.1809	Net assets
Deng Zhiling	104,992	0.1544	Net assets
Zhu Ming	100,028	0.1471	Net assets
Wang Longxiang	100,028	0.1471	Net assets
Yang Qiang	79,968	0.1176	Net assets
Lu Zhiqian	69,972	0.1029	Net assets
Zhong Zhupeng	62,016	0.0912	Net assets
Li Guobiao	62,016	0.0912	Net assets
Zhang Yunkui	58,004	0.0853	Net assets
Chen Baoming	39,984	0.0588	Net assets
Ye Quanfeng	34,000	0.0500	Net assets
Luo Xingliang	32,028	0.0471	Net assets
Mo Dongqiu	31,008	0.0456	Net assets

Article 18 Subsidiaries of a company or company(includingaffiliated companies of the company), do not provide any subsidy to persons whopurchase or intend to purchase shares of the company by way of gifts, advances,guarantees, compensation or loans.

Section2 Share Increase, Reduction and Repurchase

Article 19 According to the operation and developmentneeds of the company, the company, after making a resolution by the generalmeeting of shareholders, can increase capital in accordance with the provisionsof laws and regulations.

The following ways are:

- (1) Issue shares in public.
- (2) Issue shares in [non-public](#).
- (3) Bonus shares to existing shareholders.
- (4) Add equity by the accumulation fund.
- (5) Increase capital in accordance with laws, administrative regulations andother ways approved by the securities department under the State Council.

Article 20 Company can reduce their registered capital.Company to reduce the registered capital, in accordance with the "CompanyLaw" and other relevant provisions and procedures prescribed by theArticles of Association.

Article 21 The Company may acquire the shares of theCompany in accordance with laws, administrative regulations, departmental rulesand the Articles of Association under the following circumstances:

- (1) Reduce the company's registered capital.
- (2) Merger with other companies holding theCompany's shares.
- (3) Shares will be awarded to the company'sworkers.
- (4) Shareholders require the company toacquire its shares due to shareholders of the General Assembly made the merger,split resolution dissent. Apart from the above, the Company does not carry outany trading in shares of the Company.

Article 22 The acquisition of shares of the company,you can choose one of the following ways:

- (1) Way of centralized competitive trading at the stock exchange.
- (2) Offer way.
- (3) Other ways approved by China Securities Regulatory Commission.

Article 23 If the Company purchases the Company's shares for the reasons specified in Items (1) to (3) of Article 21 of the Articles of Association, it shall be subject to the resolution of the shareholders' general meeting; After the Company acquires the shares of the Company pursuant to the provisions of Article 21, ifit falls under item (1), it shall cancel it within 10 days from the date ofacquisition; Belongs to the Items(2), (4) of the case, it should be transferredwithin six months or write-off.

The Company's shares acquired pursuant to Article 21 Items (3) shall not exceed 5% of the total number of issued shares of the Company; The funds used for the acquisition should be paid out of the after-tax profits of the company; The acquired shares should be transferred to employees within one year.

Section 3 [share transfer](#)

Article 24 The company's shares can be transferred according to law.

The transfer of shares by shareholders shall be conducted at a securities exchange place established according to law or in accordance with other provisions prescribed by the State Council.

Article 25 Company does not accept its own shares as a pledge.

Article 26 The shares of the Company held by the promoters may not be transferred within one year from the date of establishment of the company.

The directors, supervisors and senior executives of the company shall declare the shares of the Company held by them and their changes to the company. The number of shares transferred each year during his term of office shall not exceed 25% of the total number of shares of the Company held by him; Such personnel shall not transfer the shares of the Company held by them within six months after leaving the company; Directors, supervisors and senior executives of the Company who apply for resignation within six months from the listing of the initial public offering shall not transfer the shares of the Company directly held by them within 18 months from the date of their declaration of resignation; In the period from the seventh month to the twelfth month after the listing of the initial public offering of stocks, the company shall not transfer the shares of the Company directly held by itself within 12 months from the declaration of resignation.

The provisions will change with the relevant securities laws and regulations change.

Article 27 The proceeds from the acquisition that the Directors, supervisors and senior executives of the Company, shareholders holding 5% or more of the Company's shares who sell the shares of the Company held within 6 months after they are bought or buy them within 6 months after the sale are owned by the Company, and the board of directors of the Company will recover its revenue. However, if the securities company holds more than 5% of the shares due to the underwriting of the remaining stocks after the sale, the selling of the shares is not subject to a six-month time limit.

Where the board of directors of a company fails to implement the provisions of the preceding paragraph, the shareholders shall have the right to require the board of directors to implement the plan within 30 days. If the board of directors of a company fails to implement the above-mentioned deadline, the shareholders shall have the right to directly bring a lawsuit to the people's court in their own name for the benefit of the company.

If the board of directors of a company fails to implement the provisions of the first paragraph, the responsible directors shall jointly and severally bear the liabilities according to law.

Section 4 The shares are terminated

Article 28 Before the stock is terminated, the company shall sign the Agreement on the Share Transfer with the Securities Companies that hold the business qualification of handling the issuance of the agency shares as the sponsor, and shall be hired as the host broker for the transfer of the shares of the Company after termination of listing of the Company; The Company shall immediately arrange for the relevant matters concerning the transfer of shares in the agent system upon the termination of listing of the shares and ensure that the shares of the Company can be transferred to the agent stock system within 45 trading days after the expiry of the delisting period.

Chapter 4 Shareholders' General Meetings

Section 1 Shareholders

Article 29 The company establishes a register of shareholders on the basis of the certificates provided by the securities registration authority, and the register of shareholders is sufficient evidence that the shareholders hold the shares of the company. Shareholders shall enjoy rights and undertake obligations according to the types of shares held by them; Shareholders holding the same class of shares enjoy the same rights and assume the same obligations.

Article 30 When a company convenes a shareholders' general meeting, divides dividends, liquidates and conducts other businesses that need to confirm shareholders' identities, the shareholders of the board of directors or shareholders convened by the shareholders' meeting determine the share registration day and the shareholders whose shares have been registered after the closing date of the share registration day are the shareholders.

Article 31 Company shareholders enjoy the following rights:

- (1) Dividends and other forms of distribution of benefits in accordance with their share of the shares held;
- (2) To request, convene, administer, participate in or appoint the shareholders' agent to participate in the general meeting of shareholders, and exercise the right to vote;
- (3) Supervise the operation of the company, put forward suggestions or questions;
- (4) To transfer, grant or pledge the shares held by him in accordance with the laws, administrative regulations and the provisions of the articles of association.
- (5) Refer to the articles of association, the register of shareholders, the corporate bond stubs, the minutes of the meeting minutes of the shareholders' meeting, the resolutions of the board of directors, the resolutions of the board of supervisors, and the financial and accounting reports;

- (6) In the event of termination or liquidation, the shareholders shall participate in the distribution of the remaining assets of the company in accordance with the shares it holds;
- (7) Shareholders who disagree with the merger or separation of the company made by the general meeting of shareholders shall require the company to acquire its shares.
- (8) Other rights prescribed by laws, administrative regulations, departmental rules or articles of association.

Article 32 Shareholders access to information about mentioned in the preceding article or requests for information, shall be submitted to the company to provide proof of its holdings of shares in a company number of written document type and ownership, the company after the shareholder identity verification in accordance with the requirements of the shareholders shall be provided.

Article 33 If the company's shareholders' meeting or the resolution of the board of directors violates the laws or administrative regulations, the shareholders shall have the right to request the people's court to determine the invalidation.

Shareholders' meeting, the meeting of the board of directors, vote in violation of the laws, administrative regulations or the articles of association, or the content of the resolution in violation of this regulation, the shareholders shall have the right to request the people's court for cancellation of the decision within 60 days.

Article 34 If the directors, senior management personnel execute the duties of the company in violation of the laws, administrative regulations or the articles of association, the shareholders who have caused the losses to the company for a period of 180 days or more alone or in combination with the company holding the company for more than 1% of the company shall have the right to file a lawsuit with the people's court in writing; If the board of supervisors executes the company's duties in violation of laws, administrative regulations or provisions of the articles of association and causes losses to the company, the shareholders may request the board of directors to file a lawsuit in the people's court.

If the board of supervisors or the board of directors refuses to file a lawsuit after receiving the written request of the shareholder mentioned in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receiving the request, or if the case is urgent and does not immediately bring a lawsuit, the shareholder shall have the right to file a lawsuit directly in the people's court for the interests of the company in his own name.

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

Article 35 If the director or senior manager violates the laws, administrative regulations or the provisions of the articles of association and damages the interests of the shareholders, the shareholders may bring a lawsuit to the people's court.

Article 36 The shareholders of the company shall bear the following obligations.

- (1) To observe laws, administrative regulations and the articles of association;
- (2) According to the subscribing for shares and capital investment way pay;
- (3) In addition to the circumstance prescribed by laws and regulations, the shares shall not be returned;
- (4) It shall not abuse the rights of shareholders to damage the interests of the company or other shareholders; It shall not abuse the independent status of corporate legal person and shareholders' limited liability to harm the interests of the creditors of the company;

If the shareholders of the company abuse the rights of shareholders to cause losses to the company or other shareholders, they shall be liable for compensation in accordance with the law.

If the shareholders of the company abuse the independent status of the corporate legal person and the limited liability of the shareholders, and evade the debts and seriously damage the interests of the creditors of the company, they shall be jointly and severally liable for the debts of the company.

- (5) Other obligations as stipulated in the laws, administrative regulations and the articles of association.

Article 37 If a shareholder who holds more than 5% of the company's voting shares and holds the shares in pledge, he shall make a written report to the company on the day of the fact.

Article 38 The controlling shareholders and actual controllers of the company shall not use their association relations to harm the interests of the company. It shall be liable for compensation if any loss is caused to the company in violation of the provisions.

The controlling shareholder and the actual controller of the company have the obligation of good faith to the shareholders of the company and the company's public shareholders. The controlling shareholder shall exercise the rights of the investor strictly in accordance with the law. The controlling shareholder shall not use profit distribution, asset restructuring, external investment, capital occupation, loan guarantee and other means to damage the legitimate rights and interests of the company and public shareholders of the public. The controlling shareholder shall not use its control position to damage the interests of the company and the shareholders of the public shareholders.

Board set up on the shares held by the controlling shareholder "occupy the freeze" mechanism, which found that the controlling shareholders encroach on the company's assets shall be immediately apply for judicial freeze, and all that cash is not to pay by cash equity to repay the embezzlement.

When the company's directors, supervisors and senior management personnel shall maintain the security of the company's funds. The directors and senior management personnel of the company shall assist the controlling shareholders and affiliated enterprises to encroach upon the assets of the company, the board of directors of the company shall, in light of the seriousness of the case, give

punishment to the person directly responsible and the procedure for recalling the directors who bear the serious responsibility.

Section 2 General Provisions of the General Meeting of Shareholders.

Article 39 The general meeting of shareholders is the power organ of the company, exercising the following functions and powers according to law:

- (1) Determine the company's operational guidelines and investment plans;
- (2) To elect and replace the directors and supervisors appointed by the staff representatives, and decide on the remuneration of the directors and supervisors;
- (3) To consider and approve the report of the board of directors;
- (4) Review and approve the report of the board of supervisors;
- (5) To consider and approve the company's annual financial budget plan and final settlement plan;
- (6) Review and approve the company's profit distribution plan and make up the loss plan.
- (7) Making resolutions on increasing or reducing the registered capital of the company;
- (8) Make resolutions on the issuance of corporate bonds;
- (9) Make resolutions on merger, division, dissolution, liquidation or change of company form of the company;
- (10) To amend the articles of association;
- (11) Make resolutions on the employment and dismissal of accounting firms;
- (12) To examine and approve the security matters specified in article 40;
- (13) Consider the fact that the company purchased and sold significant assets within one year, exceeding 30% of the company's latest audit total assets;
- (14) To consider and approve the use of the change for funds;
- (15) To consider equity incentive plans;
- (16) Other matters that shall be decided by the general meeting of shareholders shall be considered in consideration of laws, administrative regulations, departmental rules or articles of association. The functions and powers of the above-mentioned shareholders' meeting shall not be exercised by the board of directors or other institutions or individuals in the form of authorization.

Article 40 The following foreign guarantee behaviors of the company shall be considered by the shareholders' general meeting:

- (1) The total amount of external guarantee of the company and its controlling subsidiary, to meet or exceed any guarantee provided by the company in the latest phase of its audited net assets;
- (2) The total amount of the company's external guarantee to meet or exceed any guarantee provided by the latest audited total assets of 30% of the total assets;
- (3) A guarantee for a secured object with an asset-liability ratio of over 70%;

- (4) The amount of a single guarantee exceeds the company's recent guarantee of 10% of the audited net assets;
- (5) The amount of guarantee for twelve months is more than 30% of the company's latest audited total assets;
- (6) The amount of guarantee for twelve months is over 50% of the company's latest audited net assets and the absolute amount exceeds RMB 30 million;
- (7) Guarantees to shareholders, actual controllers and their affiliates.

When the general meeting of shareholders in the review for the shareholders, actual controllers and their affiliates provide guarantee measure, the shareholder or the shareholder dominated by the actual control of people, shall not participate in the vote, the vote by other shareholder attends the shareholders' more than half of the voting rights are through.

Article 41 The general meeting of shareholders is divided into annual general meeting and interim shareholders' meeting. The annual general meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year.

Article 42 In any of the following circumstances, the company shall hold an interim general meeting within two months from the date of the occurrence of the facts.

- (1) If the number of directors is insufficient, or less than two-thirds of the number prescribed in the articles of association;
- (2) The company has not made up for the loss of a third of the total paid-up capital;
- (3) When a shareholder who holds more than 10% of the company's shares alone or in aggregate requests;
- (4) The board of directors deems necessary;
- (5) When the board of supervisors proposes to convene;
- (6) Other circumstances stipulated in laws, administrative regulations, departmental rules or articles of association.

Article 43 The place where the company holds a meeting of shareholders is: the company's domicile or the meeting of the general meeting of the general meeting to inform the designated other places.

The meeting of shareholders' meeting shall be held in the form of on-site meeting. In accordance with the provisions of laws, administrative regulations, China securities regulatory commission or the articles of association, it shall be convenient for shareholders to participate in the shareholders' meeting in a safe, economical and convenient network and other ways. Shareholders who participate in the shareholders' meeting in the above way shall be deemed to be present.

If the company arranges to participate in the shareholders' meeting via the Internet, it will make clear the method of shareholder's identity confirmation in the notice of the shareholders' meeting.

Article 44 When the company holds a general meeting of shareholders, it will hire a lawyer to issue legal opinions on the following issues and make a public announcement.

- (1) Whether the convening and convening procedures of the meeting conform to the laws, administrative regulations and the articles of association;
- (2) Whether the qualifications of the conferees and the convenor's qualifications are valid and valid;
- (3) The voting procedure and the voting result of the meeting are valid and valid;
- (4) The company shall require legal advice on other relevant issues.

Section 3 The Convening of The General Meeting of Shareholders.

Article 45 The independent director shall have the right to propose to the board of directors an interim shareholders' meeting. For the proposal of independent director's request for an interim shareholders' general meeting, board of directors shall, according to the provisions of the laws, administrative regulations and the articles of association, within 10 days after receipt of a proposal put forward agree or disagree with written feed back on the extraordinary shareholders' general meeting is held.

If the board of directors agrees to hold an interim shareholders' meeting, it shall issue a notice of the general meeting of shareholders within 5 days after the decision of the board of directors; If the board of directors does not agree to hold an interim shareholders' meeting, the reasons shall be stated and announced.

Article 46 The board of supervisors shall have the right to propose to the board of directors an interim shareholders' meeting and shall submit it to the board in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and the articles of association, make a written response to the meeting of the interim shareholders within 10 days upon receipt of the proposal.

The board of directors agrees to convene an interim shareholders' meeting and shall issue a notice of the general meeting of shareholders within 5 days after the decision of the board of directors. Any change to the original proposal in the notice shall be subject to the approval of the board of supervisors.

The board of directors does not agree to a temporary general meeting of shareholders, or not within 10 days after receipt of a proposal to make feedback, as the board of directors is unable to perform or not perform duties convene general meeting of shareholders meeting, board of supervisors can be convened and presided over by itself.

Article 47 Shareholders who hold more than 10% of the company's shares alone or in total shall have the right to request an interim shareholders' meeting to the board of directors, and shall submit it to the board in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and the articles of association, make a written response to the meeting of the interim shareholders within 10 days upon receipt of the request.

If the board of directors agrees to hold an interim shareholders' meeting, it shall, within five days after the decision of the board of directors, issue a notice of the general meeting of shareholders. Any change of the original request in the notice shall be subject to the consent of the relevant shareholders.

The extraordinary shareholders' general meeting is held if the board of directors does not agree, or does not feedback within 10 days after receipt of a request, individually or jointly held by the company more than 10% of the shares of the shareholders shall have the right to propose for an interim shareholders' general meeting of the board of supervisors, and the request shall be in writing to the board of supervisors.

If the supervisory board agrees to hold an interim shareholders' meeting, it shall, within 5 days after receipt of the request, issue a notice of the general meeting of shareholders, and the change of the original proposal shall be subject to the consent of the relevant shareholders.

The board of supervisors is not sending the notice of the general meeting of shareholders within a prescribed period of time, as not convene and preside over the shareholders meeting of the board of supervisors, more than 90 consecutive days alone or jointly hold shares in the company more than 10% can be convened and presided over by itself.

Article 48 If the board of supervisors or the shareholders decide to convene the shareholders' meeting on their own, it shall notify the board of directors in writing and file the report with the local CSRC and the stock exchange.

The shareholding ratio of shareholders shall not be less than 10% before the notice of the general meeting of shareholders.

The shareholders shall submit the relevant supporting documents to the China securities regulatory commission (CSRC) and the stock exchange of the China securities regulatory commission (CSRC) at the time of the notice of the shareholders' meeting and the resolution of the general meeting of shareholders.

Article 49 The board of directors and the secretary of the board of directors shall cooperate with the meeting of shareholders convened by the board of supervisors or the shareholders themselves. The board of directors shall provide a register of shareholders for the date of equity registration.

Article 50 The company shall bear the expenses necessary for the meeting of shareholders convened by the board of supervisors or the shareholders themselves.

Section 4 Proposal and Notice of Shareholders' Meeting

Article 51 The content of the proposal shall be within the terms of reference of the general meeting of shareholders, with clear issues and specific resolutions, and in accordance with the relevant provisions of laws, administrative regulations and the articles of association.

Article 52 When the company holds a general meeting of shareholders, the board of directors, the board of supervisors and the shareholders who hold more

than 3% of the company's shares alone or in combination shall have the right to submit proposals to the company.

A shareholder who holds more than 3% of the company's shares alone or in total may submit a provisional proposal and submit a written submission to the convenor before the general meeting of shareholders. The convenor shall, within 2 days after receipt of the proposal, issue a supplementary notice to the general meeting of shareholders to announce the contents of the provisional proposal.

In addition to the circumstances specified in the preceding paragraph, the convenor may not amend the proposal or add new proposals in the notice of the general meeting of shareholders after the notice of the general meeting of shareholders.

The general meeting of shareholders shall not vote and make a resolution if it is not specified in the notice of the shareholders' meeting or is not in conformity with the provisions of article 51 hereof.

Article 53 The convenor will notify the shareholders in a public notice on the 20th day of the annual general meeting of shareholders. The general meeting of the provisional shareholders will be notified to the shareholders by the notice of 15 days before the meeting.

The company shall not include the date of the meeting when calculating the initial period.

Article 54 The notice of the general meeting of shareholders includes the following:

- (1) The time, place, manner and duration of the meeting;
- (2) Matters and proposals submitted for consideration by the conference;
- (3) It is clearly stated that all shareholders have the right to attend the general meeting of shareholders, and may entrust an agent in writing to attend the meeting and take part in the voting. The shareholder's agent should not be a shareholder of the company;
- (4) The right to attend the shareholder's equity registration day;
- (5) Contact person's name and telephone number.

Article 55 The full and complete disclosure of all proposals shall be fully and fully disclosed in the notice and supplementary notice of the general meeting of shareholders. The issues to be discussed require the opinions of the independent directors, and the opinions and reasons of the independent directors shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.

Article 56 If the shareholders' meeting adopts the network or other means, it shall specify the voting time and voting procedure of the network or other means in the notice of the shareholders' meeting. The beginning of the general meeting of shareholders network vote or otherwise, shall not be earlier than the shareholders' general meeting the day before 3:00PM, and shall not be later than the

shareholders' general meeting at 9:30 AM, the end time shall not be earlier than the general meeting of shareholders over 3:00 PM.

Article 57 There shall be no more than 7 working days between the date of the equity registration and the date of the meeting. Once the equity registration day is confirmed, it shall not be changed.

Article 58 If the shareholders' meeting intends to discuss the matters concerning directors and supervisors, the general meeting of shareholders shall fully disclose the details of the directors and supervisors, at least the following contents:

- (1) Education background, work experience, part-time job and other personal information;
- (2) The relationship between the controlling shareholder and the actual controller of the company or the company;
- (3) Disclose the number of shares held by the company;
- (4) Whether to be punished by China securities regulatory commission and other relevant departments and stock exchanges.

In addition to the election of directors and supervisors of the cumulative voting system, each director and supervisor shall submit a single proposal.

Article 59 The general meeting of shareholders shall not be postponed or cancelled without proper reasons after the notice of the general meeting of shareholders, and the proposal listed in the notice of the shareholders' meeting shall not be cancelled. In the event of an extension or cancellation, the convenor shall make an announcement at least 2 working days prior to the scheduled date of the meeting and explain the reasons.

Section 5 The shareholders meeting.

Article 60 The board of directors and other conveners will take necessary measures to ensure the normal order of the shareholders' meeting. Measures shall be taken to stop and timely report to the relevant departments concerned to interfere with the shareholders' meeting, to cause trouble and to infringe upon the legitimate rights and interests of shareholders.

Article 61 All shareholders or their agents registered in the register shall have the right to attend the general meeting of shareholders and exercise their voting rights in accordance with the relevant laws, regulations and the articles of association.

Shareholders may attend the shareholders' meeting in person, or they may entrust their agents to attend and vote on their behalf.

Article 62 If the individual shareholder attends the meeting in person, he/she shall present his/her ID card or other valid certificates or certificates evidencing his/her identity and the stock account card; if the entrusted agent is present at the meeting, he/she shall present his/her valid identity document and the power of attorney of the shareholder.

The legal person shareholders shall be represented by the legal representative or the agent entrusted by the legal representative. If the legal representative is present at the meeting, he shall present a copy of the business license of the legal person shareholder, the stock account card, and his identity card, which can prove his valid certificate of legal representative qualification; If the entrusted agent is present at the meeting, the agent shall produce the written authorization letter issued by the legal representative of the legal representative of the legal representative of the company.

Article 63 The power of attorney issued by the shareholder to attend the shareholders' meeting shall contain the following contents:

- (1) The name of the agent;
- (2) Whether it has the right to vote;
- (3) To vote in favour of, against or abstention from each consideration on the agenda of the general meeting;
- (4) The date and expiry date of the power of attorney;
- (5) Signature (or seal) of the principal and agent. If the entrusted person is a shareholder of a legal person, the seal of the legal person shall be affixed;

The power of attorney shall indicate whether the shareholder's agent can vote on his own terms if the shareholder does not make specific instructions.

Article 64 If the proxy voting power of attorney is authorized by the client, the authorization letter or other authorization document signed by the principal shall be notarized.

If the entrusted person is a legal person, the person authorized by its legal representative or the board of directors or other decision-making body shall be represented at the shareholders' meeting of the company.

Article 65 The company shall be responsible for the production of the register of meetings. Meeting register to attend the meeting personnel name or unit name, id number, home address, or on behalf of voting shares held, the agent's name (or the name of the entity).

Article 66 Convener and lawyers retained by the company will provide the register of shareholders according to the securities registration and settlement organizations together to validate the legitimacy of the qualification of shareholders, and the registration name (or names) and the voting rights held by shareholders, the number of shares. The registration of the meeting shall be terminated prior to the announcement of the number of shareholders and agents and the total number of shares held in the meeting.

Article 67 When the shareholders' meeting is held, all the directors, supervisors and secretaries of the board of directors shall attend the meeting, and the general manager and other senior managers shall attend the meeting.

Article 68 The general meeting of shareholders shall be presided over by the chairman. When the chairman is unable to perform his duties or perform his duties,

he shall be presided over by a director jointly elected by more than half of the directors.

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

The shareholders' meeting convened by the shareholders themselves shall be presided over by the convenor.

At the meeting of shareholders, due to the host of the meeting broke the rules of procedure and prevented the shareholder meeting from proceeding, The shareholders' general meeting may elect one person to be the host of the meeting and continue the meeting.

Article 69 Company formulate rules of procedure of the shareholders' general meeting to specify the meeting of the shareholders and the proceedings, including notification, registration, review of proposals, voting, counting and vote, the formation of the meeting resolution, and the announcement of the meeting record and sign, announcements, etc, as well as the principle of general meeting of shareholders to the authorization of the board of directors, authorized content should be specific. The rules of procedure of the shareholders' meeting shall be the appendix of the articles of association and shall be formulated by the board of directors and approved by the general meeting of shareholders.

Article 70 At the annual general meeting of shareholders, the board of directors and the board of supervisors shall report to the general meeting on the work of the past year. Every independent director has to make a statement.

Article 71 The directors, supervisors and senior managers shall explain and explain the shareholders' questions and Suggestions at the shareholders' meeting.

Article 72 The meeting shall be announced before the vote on the number of shareholders and the agent to attend the meeting and the voting rights held by the total number of shares, the number of shareholders and the agent to attend the meeting and the voting rights held by the total number of shares of the conference registration shall prevail.

Article 73 The shareholders' meeting shall have the minutes of the meeting and shall be responsible by the secretary of the board of directors. The following contents are recorded in the meeting minutes:

- (1) Meeting time, place, agenda and convenor's name or name.
- (2) The name of the directors, supervisors and senior managers of the meeting and the attending or attending meetings;
- (3) The number of shareholders and agents present at the meeting, the total number of shares held and the proportion of the total number of shares in the company;

- (4) The consideration of each proposal, the main points of speech and the result of the vote;
- (5) The shareholders' questions or Suggestions and corresponding replies or explanations;
- (6) The name of the lawyer and the ticket-holder and the inspector;
- (7) Other contents of the minutes of the meeting that the general meeting of shareholders considers or the articles of association shall include.

Article 74 The convenor shall ensure that the minutes of the meeting are true, accurate and complete. The directors, supervisors, secretary of the board of directors, the convenor or their representative or the chairperson of the meeting shall sign their names on the minutes of the meeting. The minutes of the meeting shall be kept in conjunction with the attendance record of the shareholders, the power of attorney, the network and other means of voting, and shall be kept for a period of not less than 10 years.

Article 75 The convenor shall ensure that the general meeting of shareholders is held continuously until a final resolution is formed. Due to force majeure, such as special reasons led to the suspension of a shareholders' meeting or cannot make a resolution, necessary measures should be taken as soon as possible to restore a shareholders' meeting or the termination of the general meeting of shareholders directly, and timely notice. At the same time, the convenor should report to the China securities regulatory commission and the stock exchange.

Section 6 Votes and Resolutions of the General Meeting of Shareholders.

Article 76 The resolution of the general meeting of shareholders is divided into ordinary resolutions and special resolutions.

General resolutions of the general meeting of shareholders shall be adopted by more than half of the voting rights of the shareholders attending the general meeting (including the shareholders' representatives).

The special resolution of the general meeting of shareholders shall be adopted by more than two-thirds of the voting rights of the shareholders attending the general meeting (including the shareholders' representatives).

Article 77 The following matters shall be adopted by the general meeting of shareholders:

- (1) Report on the work of the board of directors and the board of supervisors;
- (2) The profit distribution plan formulated by the board of directors and the plan to cover losses;
- (3) The appointment and removal of members of the board of directors and the board of supervisors and the methods of payment and payment;
- (4) Annual budget plan and final accounting plan;
- (5) Annual report of the company;

- (6) Except as provided for by laws, administrative regulations or the provisions of this constitution, other matters shall be adopted by special resolutions.

Article 78 The following matters shall be adopted by the general meeting of shareholders by a special resolution:

- (1) The company increases or reduces the registered capital;
- (2) Division, merger, dissolution and liquidation of the company;
- (3) Amendment of the articles of association;
- (4) The company shall purchase and sell the major assets or guarantee amount of the company within one year, exceeding 30% of the company's latest audit total assets;
- (5) Equity incentive plan;
- (6) Other matters that are subject to the adoption of a special resolution by the general assembly in accordance with the provisions of the laws, administrative regulations or the articles of association and the general decisions of the general assembly.

Article 79 Shareholders (including shareholders' agents) exercise the right to vote in the amount of voting shares represented by them, and each share shall have one vote.

When the shareholders' meeting considers the major issues affecting the interests of small and medium investors, the votes for small and medium investors shall be counted separately. Individual results should be disclosed in a timely manner.

The shares of the company held by the company have no voting rights, and the shares are not included in the total number of voting shares in the general meeting.

The company's board of directors, independent directors and shareholders meeting the relevant requirements shall be able to solicit public shareholders' right to vote. The solicitation of shareholders' right to vote shall fully disclose the specific voting intention and other information. It is forbidden to collect shareholders' voting rights in a paid or disguised way. The company shall not impose a minimum shareholding limit on the collection of voting rights.

Article 80 In guarantee under the premise of legal and valid general meeting of shareholders, the company shall be through a variety of ways and means, give priority to provide network forms of modern information technology means such as voting platform, provide convenience for shareholders in general meeting of shareholders.

Article 81 In addition to the company in crisis and other special circumstances, The company, without the approval of a special resolution by the general meeting of shareholders, shall not enter into a contract with the person other than the directors, general manager and other senior management personnel to give the company all or important business management to the person.

Article 82 The list of directors and supervisors shall be submitted to the general meeting of shareholders for a vote.

The nominee shall, in advance, seek the proposal of the director and the supervisor for the nomination of the nominee. Director candidate should be a written promise before the shareholders' general meeting, agree to accept the nomination, commitment to publicly disclose the true, complete and guarantee of the candidate's information to earnestly perform their duties after the election.

Except as otherwise provided in the articles of association, the director candidate can from the merger of the company's board of directors and board of supervisors, individually or shareholders of the company has more than 3% of the issued shares is put forward, and decided by the shareholders meeting.

The supervision candidate shall be composed of the representatives of the shareholders and the employees' representatives of the company. The workers' representatives of the board of supervisors may by the board of directors and board of supervisors, individually or consolidated shareholders of the company with more than 3% of the shares issued proposed candidates, and elected by the shareholders meeting, workers' representatives supervisors worker be democratically elected by the company.

Article 83 The shareholders' meeting shall elect directors and supervisors to adopt the cumulative voting system. Cumulative voting system refers to the general meeting of shareholders in the election of two or more directors or supervisors, each share held by the shareholders have equal voting rights with the number of elected directors or supervisors, shareholders can use all the voting rights of concentrated one vote, and can also be dispersed vote several people, according to the number of votes decide directors or supervisors in turn elected voting system:

- (1) When two or more directors or supervisors are elected by the general meeting of shareholders, the cumulative voting system shall be adopted;
- (2) Each of the voting shares held by the participating shareholders shall have the same voting rights as the number of directors or supervisors;
- (3) A shareholder may, in turn, concentrate all the voting rights of the shares held on a candidate director or supervisor, and may also be distributed to a number of candidate directors or supervisors;
- (4) The total number of voting shares represented by the shareholders participating in the shareholders' meeting shall be the total number of valid voting shares as the product of the number of elected directors or supervisors;
- (5) Shareholder to cast votes by a single candidate for director or supervisor may be higher or lower than its hold on the number of voting shares, and need not be a multiple of that of the number of the shares, but total must not exceed its total number of voting rights effectively;
- (6) After the vote, a director or supervisor, according to the total number of candidate respectively and within the limit of the number to the election of directors or supervisors, who is elected from high to low in the number of candidates who have more than half of the voting shares;

- (7) If two or more directors or supervisors candidate received the same votes, and sort by how many votes may cause elected directors or supervisors more than to the number of directors or supervisors, selecting and appointing respectively according to the following conditions:

The candidate who is elected as a director or supervisor shall, at the same time, be re-elected;

Ranked last of two or more can vote directors or supervisors elected candidate phase at the same time, the number before the other candidate elected directors or supervisors, at the same time will be the same votes last more than two candidates for directors or supervisors to elections;

The election of directors or supervisors by the votes from high to low in turn elected directors or supervisors, general meeting of shareholders and, if the three rounds of elections still can not reach to choose number of directors or supervisors, according to section (8),(9).

- (8) If the number of elected directors or supervisors is less than two of the number of directors or supervisors, by sorting by the number of votes received by the candidate, the final candidate will be eliminated and the candidate will be re-elected; If the election of directors or supervisors just less than the number of persons to be the number of directors or supervisors, or after three rounds of the election was elected directors or supervisors of the shareholders' general meeting is still less than the number of persons to be the number of directors or supervisors, the company shall convene a board of directors within 15 days to convene an interim meeting of shareholders and re-elect the vacancy board or supervisor candidate. The newly elected directors or supervisors at the previous shareholders' meeting are still valid;
- (9) If after the election, the number of the board of directors or the board of supervisors (including the newly elected directors or supervisors) failed to meet the legal or the company's articles of association of the minimum number of directors or supervisors, the breakfast club directors or supervisors can not leave, and the company shall, within 15 days, board meeting called another temporary general meeting of shareholders and re-elected gaps candidate for director or supervisor; The newly elected director or supervisor at the previous shareholders' meeting is still valid, but this term of office shall be deferred until the newly elected director or supervisor reaches the minimum required by the statutory or incorporation.

Article 84 In addition to the cumulative voting system, the general meeting of shareholders will vote on all proposals, if there are different proposals for the same matter, a vote shall be taken in the order in which the proposal is presented. Unless the general meeting of shareholders is suspended or unable to make a resolution due to special reasons such as force majeure, the general meeting of shareholders shall not suspend or vote on the proposal.

Article 85 When a proposal is considered by the general meeting of shareholders, the proposal will not be amended. Otherwise, the change should be considered as a new proposal and cannot be put to a vote at this general meeting.

Article 86 The same voting right can only choose one of the sites, networks or other voting methods. The result of the first vote shall be the result of a repeat vote of the same voting right.

Article 87 The shareholders' meeting shall take a registered vote.

Article 88 Prior to the vote of the general meeting of shareholders, two representatives of shareholders shall be elected to participate in the counting and supervision. If the matter has a stake in the shareholder, the relevant shareholders and agents shall not participate in the counting and supervision.

The shareholders' general meeting shall, when voting on the proposal, be responsible for the counting, supervision and publication of voting results by the attorneys, representatives of the shareholders and the supervisors, and the voting result of the resolution shall be recorded in the minutes.

A listed company shareholder or its agent who votes through the Internet or other means shall have the right to check its own results through the corresponding voting system.

Article 89 The meeting of the shareholders' meetings shall not be earlier than the network or other means. The moderator shall announce the voting status and results of each proposal and declare whether the proposal is adopted by the vote.

Prior to the official publication of the voting result, all parties involved in the company, the Internet and other voting modes of the shareholders' general meeting, Internet and other voting modes shall be obligated to vote in the voting status.

Article 90 Shareholders attending the shareholders' meeting shall make one of the following comments on the proposal for a vote: Agree, disagree or abstain.

A vote which is not filled, wrongly filled, illegible, and not voted shall be regarded as a waiver of voting rights by the voter, and the voting result of the number of shares held by it shall be "abstention".

Article 91 If there is any doubt about the outcome of the resolution submitted, the moderator may vote for the number of votes counted;

If the moderator of the meeting fails to make a count, the shareholders or the shareholders who attend the meeting shall have the right to demand the vote immediately after the result of the announcement. The moderator shall promptly count the votes.

Article 92 When the general meeting of shareholders considers relevant transactions, the relevant 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 general meeting of shareholders shall fully disclose the voting status of non-affiliated shareholders. If there is a special case for the shareholders to be unable to avoid, they may vote in accordance with the normal procedure and make detailed instructions in the resolution of the general meeting of shareholders.

Before the vote on matters relating to related party transactions, the host of the meeting should tell the shareholders at the meeting that the relevant shareholder avoidance system and the name or the name of the relevant shareholder of the vote should be avoided. The relevant shareholders who need to avoid voting shall not participate in the voting. If the relevant shareholder votes in the voting, the voting ticket shall be treated as the invalid ticket.

The independent directors of the company shall express their independent opinions on the procedures and the fairness of the major related transactions.

Article 93 The resolution of the general meeting of shareholders shall be announced in a timely manner. Announcement shall be listed in the number of shareholders and the agent to attend the meeting and the voting rights held by the total number of shares and the proportion of the total number of companies have voting shares, vote, every vote of the proposed and through resolutions believe content.

Article 94 If the proposal has not been adopted, or if the shareholders' meeting has changed the resolution of the previous shareholders' meeting, it shall make a special note in the resolution of the general meeting of shareholders.

Article 95 When the general meeting of shareholders is approved by the relevant directors and supervisors, the new directors and supervisors shall be appointed by the general meeting of shareholders., the time of the appointment of the new director and supervisor shall be the date of adoption by the general meeting of shareholders.

Article 96 The shareholders' general meeting shall implement the specific plan within 2 months after the end of the general meeting of shareholders through the proposal on the transfer of capital stock or capital reserves.

Chapter 5 The Board of Directors

Section 1 Directors

Article 97 A company director shall be a natural person, and who shall not be a director of the company by the following circumstances:

- (1) No capacity for civil conduct or limited capacity for civil conduct;
- (2) Persons who have been sentenced to criminal punishment for embezzlement, bribery, embezzlement, embezzlement or destruction of the socialist market economic order shall be sentenced to fixed-term imprisonment of not more than five years, or those who have been deprived of political rights due to criminal ACTS, and those who have not been executed for more than five years;
- (3) The director, manager or director of a company or enterprise that ACTS as a bankruptcy liquidation shall be personally liable for the bankruptcy of the company and the enterprise, and shall not be more than three years since the end of the liquidation of the company and the enterprise;
- (4) Person who is the legal representative of a company or enterprise that has been revoked of its business license and ordered to close, and has personal responsibility

for it, and the time has not been more than three years since the end of the liquidation of the company and enterprises.

- (5) Individual with a large amount of debt owed by themselves fail to pay off;
- (6) If the securities market is banned by the China securities regulatory commission for punishment, the period is not full;
- (7) Anything else in the law, administrative regulations, or departmental regulations.

The election, appointment or appointment of a director in violation of the provisions of this article shall be null and void. Where a director appears in this article during his term of office, the company shall discharge his/her duties.

Article 98 The directors shall be elected or replaced by the general meeting of shareholders for a term of three years. The term of office of a director may be reelected. Prior to the expiration of a director's term, the general meeting of shareholders shall not be dismissed without cause.

The term of the director shall be counted from the date of his appointment to the expiration of the current term of the board of directors. If the director's term of office expires, the original director shall, before the election of the elected director, perform the duties of the director in accordance with the laws, administrative regulations, departmental rules and the provisions of the articles of association.

Directors can hold part-time by the manager or other senior management personnel, but also the manager or other senior management positions of directors and be held by a representative of the workers on the board of directors of a total of no more than half of the total number of directors.

The board of directors of the company shall not be appointed by the staff representative.

Article 99 Directors shall abide by the laws, administrative regulations, and the by laws, and we shall have the following:

- (1) May not abuse their authorities by accepting bribes or receiving other illegal income, and may not misappropriate company assets;
- (2) No misappropriation of company funds;
- (3) The firm's assets or funds are not to be opened in the name of a person or any other person;
- (4) It shall not, in violation of the provisions of the articles of association, lend the company funds to others or provide security for others with the property of the company without the consent of the general meeting or the board of directors;
- (5) Shall not violate the provisions of the articles of association, without the consent of the shareholders' meeting, to enter into a contract with the company or trading;
- (6) Without the consent of the general meeting of shareholders, it shall not take advantage of the convenience of the position to seek for the business opportunities that belong to the company for himself or others, and operate or operate the business of the same company for others;

- (7) Do not accept commissions for trading with the company as their own;
- (8) Shall not disclose company secrets without authorization;
- (9) It is not allowed to use its association to harm the interests of the company;
- (10) The laws, administrative regulations, departmental rules and other duties stipulated in the articles of association.

The income earned by the director in violation of the provisions of this article shall be owned by the company; If the company causes losses to the company, it shall be liable for compensation.

Article 100 The directors shall abide by the laws, administrative regulations and the articles of association and have the following duties of diligence to the company:

- (1) Should be careful and earnest, diligent to exercise the authority entrusted by the company, to ensure that the company's business practices comply with national laws, administrative regulations and the requirements of national economic policies, business activities shall not exceed the business scope provided by the business license;
- (2) All shareholders should be treated fairly;
- (3) Keep abreast of the company's business operation and management;
- (4) A written confirmation of the company's periodic report shall be signed. Ensure that the information disclosed by the company is true, accurate and complete;
- (5) It shall provide relevant information and information to the board of supervisors truthfully, and shall not obstruct the board of supervisors or the supervisors from exercising their functions and powers;
- (6) Other duties of diligence as stipulated in the laws, administrative regulations, departmental rules and articles of association.

Article 101 If the director fails to attend the meeting for two consecutive times and does not entrust other directors to attend the board meeting, it shall be deemed to be unable to perform his duties. The board of directors shall recommend that the shareholders' meeting be replaced.

Article 102 A director may submit his resignation before the expiration of his term of office. The resignation of the director shall be submitted to the board of directors in writing. The board will disclose the information within 2 days.

Such as the board of directors of the company as a result of director's resignation is lower than the legal minimum number, the original directors shall, in accordance with the laws and administrative regulations, department regulations and the articles of association, perform their duties before the change of directors elected office.

In addition to the circumstances mentioned in the preceding paragraph, the resignation of the director shall come into force upon being served on the board of directors.

Article 103 Directors to resign or the expiration of the term, all hand over formalities shall be completed to the board, the duty of loyalty to the company and shareholders, at the end of the term does not immediately lifted, three years after the end of the term is still valid.

Article 104 Without the consent of the by laws or the legal authority of the board of directors, any member of the board may not act on behalf of the firm or the board of directors. When a director ACTS in his own name, a third party may reasonably assume that the director is acting on behalf of the company or the board of directors, and the director shall declare his position and identity in advance.

Article 105 If a director ACTS in violation of laws, administrative regulations, administrative regulations or provisions of the articles of association, and causes losses to the company, he shall be liable for compensation.

Article 106 The conditions of appointment, nomination and election procedures, term of office, resignation and authority of the independent director shall be carried out in accordance with relevant laws, administrative regulations, departmental rules and regulations issued by the China securities regulatory commission.

Section 2 The Board of Directors

Article 107 The company has a board of directors and the board of directors is responsible to the general meeting of shareholders.

Article 108 The board is made up of nine members of the board, one of the chairman of the board, three years of term, the expiration of the term, may be re-elected consecutively.

Article 109 The board of directors exercises the following functions and powers:

- (1) To convene a general meeting of shareholders and report to the general meeting of shareholders;
- (2) To implement the shareholder's resolution;
- (3) To determine the business plan and investment plan;
- (4) To formulate the company's annual financial budget plans and final accounts;
- (5) To formulate the firm's profit distribution plan and to make up for the losses;
- (6) To formulate the company to increase or reduce the registered capital, issue bonds or other securities and listing plans;
- (7) To formulate plans for major acquisitions, acquisition of shares of the company or merger, division, dissolution and change of company form;
- (8) Decide the company's external investment, buy and sell assets, asset mortgage, external security matters, entrustment and related transactions within the authorized scope of the shareholders' general meeting;
- (9) To determine the setting of internal organs;
- (10) To appoint or dismiss the general manager of the company and the secretary of the board of directors; To appoint or dismiss the vice general manager and financial

director of the company according to the nomination of general manager, and decide his remuneration and rewards and punishments;

- (11) To formulate the basic management system of the company;
- (12) To formulate amendments to the articles of association;
- (13) To manage the information disclosure of the company;
- (14) To submit to the general meeting of shareholders the appointment or replacement of an accounting firm audited by the company;
- (15) Listen to the general manager's work report and check the manager's work;
- (16) Other functions and powers conferred by laws, administrative regulations, departmental rules or articles of association.

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

Article 110 Except as required by the articles of association to be submitted to the shareholders' general assembly for consideration and approval of the external security matters, other external security matters shall be examined and approved by the board of directors.

The external guarantee, which shall be considered and approved by the general meeting of shareholders, must be approved by the board of directors before it is submitted to the general assembly for consideration and approval.

The external guarantee, which shall be considered and approved by the board of directors, must be considered and approved by more than two-thirds of the directors present at the board of directors and over two-thirds of all independent directors.

The company shall not provide guaranty without the approval of the board of directors or the general meeting of shareholders.

Article 111 The board of directors of the company shall make a statement to the general meeting on the non-standard audit opinions issued by the certified public accountants on the company's financial reports.

Article 112 The board of directors shall formulate the rules of procedure of the board of directors to ensure that the board of directors shall implement the resolutions of the general meeting of shareholders, improve work efficiency and ensure scientific decisions.

Article 113 The board shall determine the foreign investment, buy sell assets, assets mortgage, guaranty matters, entrust financing, related party transactions, establish strict censor ship and decision-making procedures; Major investment projects should be reviewed by experts, professionals, and approved by the shareholders meeting. The board of directors shall have the right to decide:

- (1) The investment and financing power of the board of directors.

- 1) The board of directors is responsible for the investment required by the company not exceeding 30% of the company's recently audited net asset value. If it exceeds the above limit, it shall be submitted to the general meeting of shareholders for approval;
- 2) The general meeting of shareholders shall grant the board of directors the business related to the operation of the company, including but not limited to the business of loan, letter of guarantee, credit granting, etc., which shall be limited to RMB 100 million, but must ensure that the company's asset-liability ratio is not more than 70%.
- 3) The board of directors shall have the right to determine the right of the company to adjust the amount of investment within 30% of the previous year's audit net assets and 30% of the company's net assets after audited.
- 4) The board of directors has the right to determine venture capital, including: to make a safe investment in short-term balance funds, and the investment limit is within 5% of the firm's most recent audit.

(2) The property of the board of directors.

- 1) The board of directors shall have the right to determine the assets mortgage of the company's latest audited net assets of 10%;
- 2) The board of directors has the right to approve a charitable donation of 1% of the net assets of the audit company at the end of the previous year;
- 3) When the company acquires, sells or replaces assets to one of the following standards, the board of directors shall make the verification report to the general meeting of shareholders for approval, when the following standards are not met, the board of directors shall examine and approve it:
 - ① The total amount of assets purchased, sold or replaced accounts for more than 30% of the total assets of consolidated statements audited by the company in the last fiscal year;
 - ② The amount of net worth of assets that purchase, sell, and replace the assets that are being replaced by the assets of the firm's most recent accounting firm of the year are over 50%;
 - ③ The proportion of assets purchased, sold and replaced in the most recent fiscal year by the main business income generated by the company in the latest accounting year is more than 50%. The company shall, within 12 months, purchase, sell and replace the same or related assets consecutively, and calculate the amount of the purchase, sale and replacement of the same or related assets. Company shall also employ securities practice qualification of certified public accountants or the asset appraisal institution to audit or to buy and sell the assets assessment, audit or assessment base date from the agreement effective date shall not exceed 6 months; If the company directly or indirectly holds more than 50% of the subsidiaries to acquire and sell assets, it shall be regarded as the act of the company and shall apply to this regulation.

(3) The board of directors shall have the right to decide amount shall not exceed the company recently audited net assets of 50% of the value of the major production, sales and purchase contract (including the entrusted business, entrusted management, financial management, short term investment, contract, lease) conclude, change, remove and terminate. Exceed the company's recently audited net assets value of 50% of the major contract, reported to the general meeting of shareholders approval.

(4) Related party transactions

The transaction amount between the company and the company's controlling subsidiary and related party is RMB 10 million or less than 5% of the company's latest audit assets.

Article 114 The chairman shall be elected by a majority of the directors.

The chairman of the board shall exercise the following authorities:

- (1) Presiding over the general meeting of shareholders and convening and presiding over the board meetings;
- (2) Supervise and inspect the implementation of board resolutions;
- (3) Foreign investment (in addition to securities and financial derivatives investment, entrusted financing, etc.) : The amount of foreign investment awarded to the chairman of the company shall be the right to determine the absolute value of net assets audited in the latest issue of the company (in the form of consolidated accounting statements) of less than 5%. The cumulative amount of the decision of the chairman in the same accounting year shall not exceed 10% of the company's recent audited net asset value;
- (4) Acquisition and sale of assets: The decision to offer the chairman of the board to buy and sell assets for the most recent audit of the firm is worth less than 5% of the decision. The cumulative amount of the decision of the chairman in the same accounting year shall not exceed 10% of the company's recent audited net asset value;
- (5) Authorized chairman approved single no more than a recent issue of the audited net assets 5%, the last 12 months not exceeding 10% of the latest audited net assets investment in fixed assets, foreign investment (not including entrust financing) and related to company business bank business, including but not limited to guarantee, credit, loan, financing lease, after-sales leaseback, give up the subordinate company business such as capital subscribed privileges, except external guarantee business.
- (6) Other functions and powers conferred by the board of directors.

Article 115 The board of directors shall convene at least two meetings each year, and shall be convened by the chairman to inform all directors and supervisors in writing of 10 days before the meeting.

On behalf of the shareholders of 1/10 of the voting shareholders, or over a third of the board of directors or the board of supervisors, we can propose a meeting of

the board of directors. The chairman shall convene and preside over the board meeting within 10 days after receiving the proposal.

Article 116 The notice of the board meeting of the provisional board of directors shall be: written notice; The notice period shall be: notify all directors and supervisors before the 5th day of the meeting. In case of special circumstances, the chairman may, upon the proposal of the chairman, inform the board of directors in writing 2 days in advance.

Article 117 The board meeting notice includes the following:

- (1) Date and place of the meeting;
- (2) The duration of the meeting;
- (3) Reason, issue
- (4) Date of notice.

Article 118 The board meeting should be attended by half of the directors. A resolution by the board of directors must be approved by more than half of all the directors. The resolution of the board of directors shall be voted on by one person and one vote.

Article 119 The directors shall not exercise the right to vote on the resolution, nor shall they represent other directors in exercising their voting rights. The meeting of the board of directors shall be held by a majority of the non-affiliated directors, and the resolutions of the board meeting shall be approved by the majority of the directors without any relevant relationship. If the number of directors who attend the board of directors is less than 3, the matter shall be submitted to the general meeting for consideration.

Article 120 The resolution of the board of directors shall be: the director shall vote on the matter by a show of hands or by ballot.

Interim board meeting in the protection of directors under the premise of fully express their views, with the approval of the convener, can use the form of on-site meeting with other ways (such as video, telephone, fax, etc.) at the same time and make a decision, and signed by the attending directors.

Article 121 The board meeting shall be attended by the director himself; If the director is unable to attend the meeting, he may entrust other directors to be present in writing. The power of attorney shall specify the name of the agent, the matter of agency, the scope of authorization and the term of validity, and shall be signed or sealed by the client. The directors present at the meeting shall exercise the rights of the directors within the scope of their authorization. If the directors are not present at the board meeting and are not represented, they shall be deemed to have waived the right to vote at the meeting.

Article 122 The board of directors shall make minutes of the decisions on matters of discussion in the meeting, and the directors present shall sign their names on the minutes of the meeting.

The minutes of the board meeting shall be kept as the company's archives for a period of not less than 10 years.

Article 123 The minutes of the board meeting include the following:

- (1) The date, place and name of the convenor of the meeting;**
- (2) The names of the directors and the names of the directors (agents) entrusted to attend the board of directors;
- (3) Agenda of the conference;
- (4) Key points of the board of directors;
- (5) The voting pattern and result of each resolution (the result of the vote shall be a vote of approval, opposition or abstention).

Chapter 6 Manager and Other Senior Management Personnel.

Article 124 The company shall have one general manager and shall be appointed or dismissed by the board of directors. The company may have a deputy general manager appointed or dismissed by the board of directors.

The company shall have a deputy general manager and no more than 7 deputy general managers, who shall be appointed or dismissed by the board of directors.

The general manager, deputy general manager, finance director and board secretary are the senior management personnel of the company.

Article 125 The articles of association shall be applicable to senior managerial personnel in the case of not being a director.

The articles of association shall be governed by the duty of loyalty of the directors and the provisions on the duty of care, and shall apply to the senior management.

Article 126 A person who is a controlling shareholder in the company and a person who is in charge of other functions besides the director shall not be a senior manager of the company.

Article 127 The general manager shall serve a term of three years.

Article 128 The general manager shall be responsible to the board of directors and exercise the following functions and powers:

- (1) To preside over the production and operation management of the company, organize the implementation of the board resolutions, and report to the board of directors;
- (2) To organize and implement the company's annual business plan and investment plan;
- (3) To draw up plans for the company's internal management;
- (4) To formulate the company's basic management system;
- (5) Formulating specific rules and regulations of the company;
- (6) To refer to the board of directors for appointment or dismissal of the company's deputy general manager and finance director;

- (7) To decide on the appointment or dismissal of the managerial personnel other than the appointment or dismissal of the board of directors;
- (8) Other functions and powers conferred by the constitution or the board of directors.

Article 129 The general manager shall formulate the working rules of the general manager and report them to the board of directors for approval. The general manager's working rules include the following:

- (1) The conditions, procedures and personnel involved in the meeting of the general manager;
- (2) The specific duties and responsibilities of the general manager and other senior management personnel;
- (3) The company's capital and asset utilization, the authority to sign a major contract, 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 130 The general manager may submit his resignation before the expiration of his term. The specific procedures and measures for the resignation of the general manager shall be stipulated in the labor contract between the general manager and the company.

Article 131 The deputy general manager shall be nominated by the general manager and shall be appointed by the board of directors. The deputy general manager shall be responsible to the general manager. The deputy general manager may submit his resignation before the expiration of his term. The specific procedures and measures for the resignation of the deputy general manager shall be stipulated in the labor contract between the deputy general manager and the company.

Article 132 The deputy general manager and other senior management personnel shall exercise the following functions and powers:

- (1) To assist the general manager in operation and management;
- (2) Responsible for the work within the scope;
- (3) When the general manager is unable to perform his duties, he shall be authorized by the general manager to act as the general manager;
- (4) Other functions and powers conferred by the general manager.

Article 133 The listed company shall have the secretary of the board of directors, which shall be responsible for the preparation of the shareholders' meeting and the meeting of the board of directors, the custody of the documents and the management of the company's shareholders' information, and shall handle information disclosure matters.

The secretary of the board shall comply with the relevant provisions of laws, administrative regulations, departmental rules and articles of association.

Article 134 If a senior executive carries out the company's duties in violation of laws, administrative regulations, departmental rules or regulations, and causes losses to the company, he shall be liable for compensation.

Chapter 7 The Board of Supervisors

Section 1 The supervisors

Article 135 The articles of association shall be applicable to supervisors in cases where they are not allowed to be directors. 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, the company owes a duty of loyalty and diligence obligations, shall not abuse their authorities by accepting bribes or receiving other illegal income, and may not misappropriate company assets.

Article 137 The term of office of the supervisor is 3 years. The supervisor's term of office expires and he may be re-elected.

Article 138 Supervisors to the expiration of the term did not change in time, or supervisors during his tenure resignation leads to less than a quorum, member of the board of supervisors in the change of supervisors before he took office, the original supervisor still shall, in accordance with the provisions of the laws, administrative regulations and the articles of association, perform a supervisor position.

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

Article 140 Supervisors may attend board meetings and raise questions or suggestions on matters relating to board resolutions.

Article 141 The supervisors shall not use their related relations to harm the interests of the company. If the company causes losses to the company, it shall be liable for compensation.

Article 142 If the supervisor acts in violation of laws, administrative regulations, administrative regulations or provisions of the articles of association, and causes losses to the company, he shall be liable for compensation.

Section 2 The Board of Supervisors

Article 143 The company has a board of supervisors. The board of supervisors shall consist of three supervisors, and the board of supervisors shall have one chairman. The chairman of the board of supervisors shall be elected by half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meeting of the board of supervisors; If the chairman of the board of supervisors is unable to perform his duties or does not 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.

The board of supervisors shall include the representative of the shareholders and the appropriate proportion of the company's staff representatives, with the proportion of employees representing not less than 1/3. The staff representative of the board of supervisors shall be elected by the employees of the company through the workers' congress, the workers' congress or other forms of democratic election.

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

- (1) The company shall review and submit written audit opinions on the periodic reports prepared by the board of directors;
- (2) Checking the company's finances;
- (3) To supervise the conduct of the directors and senior managers in performing the company's functions, and to recommend the removal of directors and senior managers who violate the laws, administrative regulations, the articles of association or the resolutions of the general meeting of shareholders;
- (4) When the behavior of the board of directors and senior management is detrimental to the interests of the firm, the board of directors and senior management should be corrected;
- (5) Proposing to convene an interim shareholders' meeting to convene and preside over the general meeting of shareholders when the board of directors fails to meet the requirements of the company law and presiding over the functions of the general meeting;
- (6) To submit proposals to the general meeting of shareholders;
- (7) To file a lawsuit against the board of directors, senior management, pursuant to article 152 of the law of the corporation;
- (8) Find out the abnormal operation situation of the company, can conduct investigation; If necessary, professional institutions such as accounting firms and law firms may be employed to assist them in their work, and the expenses shall be borne by the company;
- (9) Meeting of the board of directors;
- (10) The articles of association or other functions and powers conferred by the general meeting of shareholders.

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

Article 146 The meeting notice of the board of supervisors includes the following: Date, place and duration of the meeting, subject to issue, date of notice.

Article 147 The board of supervisors shall make a record of the decisions made in the proceedings, and the supervisors who attend the meetings shall sign their names on the minutes of the meeting. The supervisor has the right to request a statement of some kind in the record of his speech at the meeting. The meeting minutes of the board of supervisors shall be kept as company files for at least 10 years.

Article 148 The board of supervisors shall formulate the rules of procedure of the board of supervisors, clarify the mode of discussion and voting procedures of the

board of supervisors to ensure the efficiency and scientific decision-making of the board of supervisors. The rules of procedure of the board of supervisors stipulate the convening and voting procedure of the board of supervisors. The rules of procedure of the board of supervisors shall be included in the articles of association or as an annex to the articles of association, which shall be drawn up by the board of supervisors and approved by the general meeting of shareholders.

Chapter 8 Financial Accounting System, Profit Distribution and Audit.

Section 1 Financial accounting system

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

Article 150 In addition to the statutory accounting books, the company does not set up accounting books. The company's assets are not deposited in any individual's name.

Article 151 The company shall submit the annual financial accounting report to the CSRC and the stock exchange within 4 months from the end of each fiscal year, submit the semi-annual financial accounting report to the CSRC and the stock exchange within 2 months from the end of the first six months of each fiscal year and submit quarterly financial and accounting reports to the China securities regulatory commission and the stock exchange within one month from the end of the first three months of each fiscal year and the end of the first nine months.

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

Article 152 When the company distributes the after-tax profit, 10% of the profit shall be included in the company's statutory reserve fund. The company's statutory reserve accumulation fund is more than 50% of the registered capital of the company, and may not be withdrawn.

If the company's statutory reserve fund is not sufficient to make up for the loss of the previous year, it shall make up for the loss in the current year before the statutory accumulation fund is withdrawn in accordance with the provisions of the preceding paragraph.

After the company draws the statutory reserve fund from the after-tax profit, it can withdraw any accumulation fund from the after-tax profit after the general meeting of shareholders.

The company shall make up for the losses and the after-tax profits after the withdrawal of the reserve fund, and shall be allocated according to the proportion of shares held by the shareholders, except that the provisions of the articles of association shall not be distributed according to the proportion of the shares.

If the shareholders' general meeting breaks the rules and distributes the profits to the shareholders before the company compensates for losses and extracts the

statutory reserve fund, the shareholders shall return the profits to the company in violation of the provisions.

The company's shares in the company do not participate in the distribution of profits.

Article 153 The company's provident fund is used to make up for the loss of the company, to expand the company's production operation or to increase the company's capital. However, the capital accumulation fund shall not be used to make up for the loss of the company.

When the statutory reserve fund is converted to capital, the remaining provident fund shall not be less than 25 per cent of the registered capital of the former company.

Article 154 Corporate Profit Distribution Policy.

(1) The research demonstration procedure and decision-making mechanism of company profit distribution policy.

- 1) Company has active and sustained, stable profit distribution policy, the company profit distribution should pay attention to a reasonable return on investment for investors and consider the actual situation of the company management and sustainable development; The board of directors, the board of supervisors and the general meeting of shareholders should give full consideration to the opinions of independent directors, external supervisors and public investors in the decision-making and demonstration of profit distribution policy.
- 2) Company profit distribution policy should be made by the board of directors to the shareholders of a company meeting, the profit distribution policy made by the board of directors of the need to the board of directors voted by more than half, and voted by more than two-thirds of the independent directors, independent directors shall give independent opinions on the profit distribution policy.
- 3) Company board of supervisors shall review the profit distribution policy with the board of directors, and voted by more than half of supervisors, if the company with external supervisors (is not in the company as a supervisor position) should be voted by more than two-thirds of the external supervisors.
- 4) The company's profit distribution policy is submitted to the shareholders' general meeting for consideration. The company shall provide a voting platform in the form of network, so as to facilitate the public shareholders to participate in the voting of the general meeting of shareholders.
- 5) Company's profit distribution policy shall attend the shareholders' general meeting of shareholders (including shareholders agent) voted by more than half, and attend the general meeting of shareholders in the

social public offerings shareholders (including shareholders agent) voted by more than half.

(2) Profit distribution policy

The company implements the active profit distribution policy, pays attention to the reasonable investment return to the investor, and maintains the continuity and the stability. The board of directors, the board of supervisors and the general meeting of shareholders should give full consideration to the opinions of independent directors, external supervisors and public investors in the decision-making and demonstration of profit distribution policy. The form of dividend distribution includes cash, stock dividend and cash and stock dividend. In the case of cash dividend, the company preferred the cash dividend. Under the conditions of profit distribution, the company shall make profit distribution every year, and may also carry out the interim cash dividend. The distribution of profits shall not exceed the cumulative distribution of profits and shall not impair the company's ability to continue operating.

1) If no major investment plan or major cash payments, the company shall take the distribution of cash dividends, in cash distribution of profits is not less than twenty percent achieve the distributable profits of the year, the company cash dividends twice time interval should not exceed 24 months. The company may distribute red shares at the same time as the above cash distribution dividend.

When the accumulation fund to cover company losses, expand the scale of production and business operation or turn add capital, statutory reserve fund into capital, the amount remaining in the statutory reserve fund will not be less than 25% of the registered capital of the company before the.

Major investment plans or major cash disbursements (except for fund raising projects) refer to one of the following situations:

① In the next 12 months, the company's cumulative expenditure on outbound investment, acquisition of assets or purchase of equipment will exceed 50% of the company's recent audit net assets and exceed 50 million yuan.

② In the next 12 months, the firm has to invest, buy assets or buy equipment and spend more than 30% of the firm's most recent audit.

According to the company's articles of association on the functions of a board of directors and shareholders' general meeting, the relevant provisions of the above major investment plan or major cash payments must be approved by the board of directors, the shareholders' meeting for review by the rear can be implemented.

2) Under the premise that the company's equity size and shareholding structure are reasonable, the company can issue stock dividends based on the consideration of rewarding investors and sharing the value of the company, when the company's stock valuation is within a reasonable range.

3) The board of directors of the company should consider industry characteristics, development stage, its business model, profitability, and whether there are significant factors such as capital expenditures arranged, distinguish between the

following situations, and in accordance with the procedures prescribed by the articles of association, and puts forward differentiation of cash dividend policy:

① When the company is in the mature stage and has no significant capital expenditure arrangement, the cash dividend shall be 80% of the profit distribution in this profit distribution.

② When the company is in the mature stage and has significant capital expenditure arrangement, the cash dividend shall be 40% of the profit distribution in this profit distribution.

③ In the development stage of the company, which is a long-term and significant capital expenditure arrangement, the proportion of cash dividends shall be at least 20% in the profit distribution.

Where the development stage of the company is not easily distinguishable but has significant capital expenditure arrangements, it may be handled in accordance with the provisions of the preceding paragraph.

4) The board of directors shall, within two months after the publication of the annual report or the semi-annual report, according to the company's profit distribution plan and plan, combine the company's current production and operating conditions, cash flow situation, future business development planning and capital use requirements, and the previous annual losses to make up for the situation, so as to achieve the reasonable return of shareholders as the starting point, formulate the company's profit distribution plan of the year, and seek the opinions of the independent directors and supervisory board in advance.

5) The profit distribution plan of the company shall be submitted by the board of directors to the shareholders' meeting of the company. The profit distribution plan proposed by the board of directors shall be approved by more than half of the votes of the board of directors, and by a vote of more than two-thirds of the independent directors, the independent directors shall issue independent opinions on the profit distribution plan. Company board of supervisors shall review the profit distribution plans with the board of directors, and voted by more than half of supervisors, if the company with external supervisors (is not in the company as a supervisor position) should be voted by more than two-thirds of the external supervisors. In the profit distribution plan, the board of directors shall explain the use plan of retained undistributed profit, and the independent director shall give independent opinions on the retained undistributed profit utilization plan.

6) The general meeting of the company shall make a resolution on the profit distribution plan according to the established profit distribution policy. Company should provide a network voting platform, in the form of shareholders is convenient for the social public to participate in the general meeting of shareholders to vote to provide services. The board of directors shall complete the distribution of dividends (or red shares) within two months after the general meeting of shareholders. The company's board of directors may propose interim cash allocation according to the company's capital requirements.

7) If the company's board of directors has not made a cash profit distribution plan within two months after the end of the last fiscal year, the company shall specify in the periodic report the reasons for the non-dividend and the use of the retained company which is not used for the dividend. The independent director shall also issue an independent opinion on this.

Article 155 The specific planning and scheduling of profit distribution in each period of the company, as well as the conditions for the adjustment of plans or plans and the implementation of the decision-making process.

(1) When the external operating environment or the major changes in the operation of the company affect the sustainable operation of the company, the company may adjust the distribution policy according to the production operation and future strategic development.

The following situations are the major changes in the external operating environment or the operating conditions referred to in the preceding paragraph:

- 1) The state has enacted major changes in laws and regulations and industry policies, and it has not been caused by the corporation's own reasons for the annual loss or operating profit of the corporation that has been under 50% of the year;
- 2) The occurrence of earthquake, typhoon, flood, war and other unforeseeable, unavoidable and insurmountable force majeure factors will have a major adverse effect on the production and operation of the company, resulting in the loss of operation of the company;
- 3) After the company's statutory reserve fund makes up for the previous annual loss, the company's net profit in that year is still insufficient to make up for the previous annual loss;
- 4) The net cash flow generated by the operating activities of the company is less than 20% of the distributable profit that was realized in the current year.
- 5) Other matters stipulated by the CSRC and the stock exchange.

In addition to the above five situations, the company does not make profit distribution policy adjustment. In the case of the above five situations, the company may adjust the cash dividend ratio in the profit distribution policy, and the adjusted cash dividend ratio shall be no less than 10% of the distributable profits realized in the current year.

(2) Company is really necessary to adjust according to need of profit distribution policy, should take the protection of the rights and interests of shareholders as a starting point, give full consideration to and listen to shareholders (especially the public investors), the opinions of the independent directors and external supervisors, and after the adjustment of profit distribution policy shall not violate the Chinese securities regulatory commission and the relevant provisions of the stock exchange.

(3) The company's profit distribution policy adjustment proposal shall be submitted by the board of directors to the shareholders' meeting of the company. The proposed profit distribution policy adjustment proposal shall be approved by more than half of the board of directors and passed by more than two-thirds of the

independent directors, and the independent directors shall issue independent opinions on the profit distribution policy.

(4) Company board of supervisors shall review the profit distribution policy to adjust the bill with the board of directors, and voted by more than half of supervisors, if the company with external supervisors (is not in the company as a supervisor position) should be voted by more than two-thirds of the external supervisors.

(5) The company shall provide the voting platform in the form of network, so as to facilitate the public shareholders to participate in the voting of the general meeting of shareholders.

(6) The adjustment of the company's profit distribution policy shall be adopted by the shareholders attending the shareholders' meeting (including the shareholders' agent) more than two-thirds of the vote, and the shareholders of the public shareholders (including the shareholders' representatives) who attend the shareholders' meeting shall vote by more than half of the votes.

Section 2 Internal Audit

Article 156 The firm has an internal audit system, staffed with full-time auditors, and internal audit oversight of the firm's financial balance and economic activities.

Article 157 The functions of the company's internal auditing system and auditors shall be implemented after the approval of the board of directors. The audit director shall be responsible to the board of directors and report the work.

Section 3 The Appointment of An Accounting Firm

Article 158 The company employs the "securities related business qualification" accounting firm to conduct accounting statement audit, net asset verification and other related consulting services, which can be renewed for one year.

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

Article 160 The company guarantees that the certified public accounting firm shall provide truthful and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not refuse, conceal or misrepresent.

Article 161 The audit expenses of an accounting firm shall be decided by the general meeting of shareholders.

Article 162 When the company terminates or ceases to hire an accounting firm, it shall notify the accounting firm three days in advance, and the shareholders' meeting of the company shall allow the accounting firm to state its opinions on the dismissal of the accounting firm. If an accounting firm is to resign, it shall explain to the board of directors whether the company has any improper situation.

Chapter 9 Notices and Announcements

Section 1 Notices

Article 163 The company's notice is issued in the following form:

- (1) Send by special person;
- (2) Send it by email;
- (3) By means of public announcement;
- (4) Other forms prescribed in the articles of association.

Article 164 The notice issued by the company shall be made in a public notice and shall be deemed to be notified by all relevant personnel.

Article 165 The company shall hold the notice of meeting of the shareholders' meeting in the manner of public announcement.

Article 166 The company convenes the meeting notice of board of directors, with special person delivers, mail, facsimile, telephone or E-mail method undertakes.

Article 167 The company convenes the meeting notice of the board of supervisors, which is carried out by Courier, mail, fax, telephone or E-mail.

Article 168 If the company notifies the person to send it by special person, it shall be signed (or sealed) by the addressee on the receipt of the receipt, and the date of receipt of the addressee shall be the date of service. The company's notice is sent by mail, and the third working day from the date of delivery of the post office shall be the date of service. The notice of the company shall be delivered in the form of an announcement, and the date of the first announcement shall be the date of service. The company notice is sent by fax, and the fax copy is received on the date of delivery.

Article 169 The decision made by the meeting and the meeting shall not be null and void due to the accidental omission of the notice of the meeting or the absence of the notice of the meeting to a person entitled to notice.

Section 2 Announcements

Article 170 The company has designated the securities times and the information released by the Chinese SEC to publish corporate announcements and other media that need to disclose information.

Chapter 10 Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation.

Section 1 Merger, Division, Capital Increase and Capital Reduction.

Article 171 Corporate consolidated may take either an absorption merge or a new merge.

A company absorbs other companies to absorb mergers, and the absorbed companies dissolve. Two or more companies merged to set up a new company to merge, and the parties dissolved.

Article 172 The merger of the company shall be signed by the merging parties and the balance sheet and property list shall be prepared. The division shall notify the creditors within 10 days of the date of the merger resolution and shall publish it in the newspaper within 30 days. The creditor may, within 30 days from the date of

receiving the notice, request the company to pay off its debts or provide corresponding guarantee within 45 days from the date of the announcement.

Article 173 When a company is merged, the creditor's rights and liabilities of the parties shall be inherited by the company or the newly established company after the merger.

Article 174 The company is divided and its property is divided accordingly.

The division of the company shall prepare a balance sheet and a list of assets. The company shall notify the creditors within 10 days of the date of the separation of the decision, and shall publish the announcement on the website of the securities times and other newspapers as well as the information disclosure website designated by the China securities regulatory commission within 30 days.

Article 175 The debts before the division of the company shall be jointly and severally liable to the company after the division. However, the company before the division with creditors for liquidation except otherwise agreed by a written agreement.

Article 176 When a company needs to reduce its registered capital, it must prepare a balance sheet and a list of assets.

The company shall notify the creditors within 10 days of the date of the decision to reduce the registered capital, and shall make a public announcement in the newspaper within 30 days. Within 30 days from the date of receipt of the notice, the creditor shall have the right to require the company to pay off its debts or provide corresponding guarantee within 45 days from the date of the announcement.

The registered capital of the company will not be lower than the statutory minimum.

Article 177 If the company is merged or divided, the registered items shall be changed, and the registration of changes shall be registered with the company registration authority according to law; If the company is dissolved, the company shall cancel its registration in accordance with the law. If a new company is established, the company shall be registered in accordance with the law.

If the company increases or reduces the registered capital, it shall register with the company registration authority in accordance with the law.

Section 2 Dissolution and liquidation

Article 178 The company is dissolved for the following reasons:

- (1) The expiration of the term of business prescribed in the articles of association or any other cause of dissolution prescribed in the articles of association appears;
- (2) Resolution of the general meeting of shareholders;
- (3) Dissolution due to merger or division of the company;
- (4) If the business license is revoked in accordance with the law, it shall be ordered to close or be revoked;

- (5) In case of serious difficulties in the operation and management of the company, the shareholders' interests shall be subject to significant losses, and the shareholders who hold more than 10% of the total voting rights of the company may request the people's court to dissolve the company.

Article 179 The company may, in the case of article 178 (1) of the articles of association, survive by modifying the articles of association. The amendment of the articles of association in accordance with the provisions of the preceding paragraph shall be adopted by more than two-thirds of the voting rights of the shareholders attending the shareholders' meeting.

The company shall, within 15 days from the date of the occurrence of the dissolution, establish a liquidation group and begin to liquidate the company, which is dissolved in accordance with article 178 (1), (2), (4) and (5) of the articles of association. The liquidation team is made up of members of the board or the shareholders meeting. If the liquidation team is liquidated in the past, the creditor may apply to the people's court to appoint a liquidator to liquidate the liquidation team.

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

- (1) Cleaning up company property, preparing balance sheet and property list;
- (2) Notice and announcement of creditors;
- (3) Dealing with the unfinished business of the company concerned;
- (4) The taxes owed and the taxes generated during the liquidation;
- (5) Liquidation of claims and debts;
- (6) Disposing of the remaining assets of the company after paying off debts;
- (7) Participate in civil action on behalf of the company.

Article 181 The liquidation group shall notify the creditors within 10 days from the date of its establishment, and shall make a public announcement in the newspaper within 60 days.

Article 182 Creditors shall, within 30 days from the date of receiving the notice, declare their claims to the liquidation group within 45 days from the date of the announcement.

Where the creditor claims the creditor's right, it shall state the relevant matters of the creditor's rights and provide the supporting documents. The liquidation team shall register the creditor's rights.

The liquidation group shall not pay off creditors during the period of reporting of claims.

Article 183 After cleaning up the company's property, preparing the balance sheet and the list of assets, the liquidation team shall formulate a liquidation plan and report to the general meeting of shareholders or the people's court for confirmation.

The company shall distribute the remaining property of the company in accordance with the proportion of shares held by the shareholders after paying the settlement fees, the wages of the employees, the social insurance fees and the statutory compensation, and paying the taxes owed, and the remaining assets after the debts of the company.

During the liquidation, the company continued to exist, but it was unable to carry out business activities unrelated to liquidation. The property of the company shall not be distributed to the shareholders before it is settled in accordance with the provisions of the preceding paragraph.

Article 184 After cleaning up the company's property, preparing the balance sheet and the inventory of the property, the liquidation team finds that the company's property is insufficient to pay off the debts and shall apply to the people's court for bankruptcy. After the company is declared bankrupt by the people's court, the liquidation group shall hand over the liquidation affairs to the people's court.

Article 185 After the liquidation of the company, the liquidation group shall make a liquidation report, report to the general meeting of the shareholders or the people's court, and submit to the company registration authority for the cancellation of the company registration and the termination of the company.

Article 186 The members of the liquidation team shall be faithful to their duties, perform their liquidation obligations in accordance with the law, and shall not use their authorities to accept bribes or other illegal income, and shall not encroach upon the property of the company.

If the liquidation team has caused losses to the company or its creditors due to intentional or gross negligence, it shall be liable for compensation.

Article 187 If the company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the bankruptcy law of the company concerned.

Chapter 11 Modify the Articles of Association

Article 188 The company shall amend its constitution in any of the following circumstances:

- (1) After the amendment of the company law or relevant laws and administrative regulations, the matters set forth in the articles of association are in conflict with the provisions of the amended laws and administrative regulations;
- (2) Changes in the company's situation are inconsistent with those recorded in the articles of association;
- (3) The general meeting of shareholders decided to amend the articles of association.

Article 189 The amendments to the articles of association approved by the general meeting of shareholders shall be subject to the approval of the relevant competent authority and shall be submitted to the relevant competent authority for approval; If

it involves company registration matters, registration of changes shall be handled according to law.

Article 190 The board of directors shall amend the articles of association in accordance with the resolution of the amendment of the articles of association and the approval of the relevant competent authority.

Article 191 The amendment matters shall be disclosed in accordance with the provisions of laws and regulations.

Chapter 12 Supplementary Provisions

Article 192 Definition

- (1) The controlling shareholder refers to the shareholder whose shares are more than 50% of the total share capital of the company; Although the shareholder whose shares are less than 50 percent of the shares are held, the voting rights enjoyed by the shares they hold are sufficient to make a significant impact on the resolution of the general meeting.
- (2) The actual controller is the person who, though not a shareholder of the company, can actually control the company's behavior through investment relations, agreements or other arrangements.
- (3) Relationship, it is to point to the company controlling shareholders, actual controllers, directors, supervisors and senior management personnel and its direct or indirect control of the enterprise, the relationship between the transfer and may lead to corporate interests of other relationships. However, the state-controlled enterprises are not only related to the state holding.

Article 193 The board of directors may, in accordance with the provisions of the articles of association, formulate the articles of association. The rules of the articles of association shall not contravene the provisions of the articles of association.

Article 194 The articles of association are written in Chinese. If any other language or version of the articles of association is ambiguous with the articles of association writing in Chinese, the Chinese version of articles of association of the latest registration of the administration of industry and commerce in Huizhou shall prevail.

Article 195 The term "above", "within" and "above" shall be contained in the articles of association; "Discontent", "other than", "less", "less", "than" and "beyond" do not contain itself.

Article 196 The articles of association shall be interpreted by the board of directors.

Article 197 The articles of association are in quadruplicate, and report to the company registration authority.

Article 198 The articles of association shall be considered and approved by the shareholders' meeting of the company.

Article 199 The articles of association include the rules of procedure of the shareholders' meeting, rules of procedure of the board of directors and rules of procedure of the board of supervisors.

Article 200 Matters not specified in the articles of association shall be implemented in accordance with the relevant provisions of the company law.

Huizhou Speed Wireless Technology Co., Limited.

October 27th, 2017.