

REGULATORY OVERVIEW

RELEVANT LAWS AND REGULATIONS IN THE PRC

Regulations Relating to Company Establishment and Foreign Investment

Pursuant to the PRC Company Law, which was promulgated by the Standing Committee of the National People’s Congress (“**SCNPC**”) on 29 December 1993, subsequently amended on 25 December 1999, 28 August 2004, 27 October 2005, 28 December 2013, 26 October 2018 and 29 December 2023, respectively, and became effective on 1 July 2024, all companies established in the PRC are subject to the provisions of the Company Law, which governs, among other things, the establishment, corporate structure and corporate governance of companies, and also applies to foreign-invested companies. Where the laws relating to foreign investment provide otherwise, such provisions shall prevail.

The Foreign Investment Law and its Implementation Regulations

On 15 March 2019, the National People’s Congress of the PRC promulgated the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》), which became effective on 1 January 2020 and replaced the three former laws governing foreign investment in the PRC, namely the Sino-foreign Equity Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合資經營企業法》), the Sino-foreign Cooperative Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合作經營企業法》) and the Wholly Foreign-owned Enterprise Law of the PRC (《中華人民共和國外資企業法》), together with their implementation regulations and supporting rules.

On 26 December 2019, the State Council promulgated the Implementation Regulations for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》), which became effective on 1 January 2020. The Implementation Regulations for the Foreign Investment Law of the PRC further clarify that the State encourages and promotes foreign investment, protects the lawful rights and interests of foreign investors, regulates the administration of foreign investment, continues to optimise the foreign investment environment and advances a higher level of opening-up. The investment authorities and the commerce authorities under the State Council are responsible for submitting the Negative List to the State Council for approval.

On 30 December 2019, the Ministry of Commerce of the PRC (the “**MOFCOM**”) and the State Administration for Market Regulation (the “**SAMR**”) jointly promulgated the Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》), which became effective on 1 January 2020. Pursuant to the Measures for the Reporting of Foreign Investment Information, where a foreign investor carries out investment activities in the PRC directly or indirectly, the foreign investor or the foreign-invested enterprise shall submit investment information to the competent commerce authorities.

Catalogue of Encouraged Industries for Foreign Investment and the Negative List

Investment activities of foreign investors in the PRC are primarily governed by the Catalogue of Encouraged Industries for Foreign Investment (《鼓勵外商投資產業目錄》) (the “**Encouraged Catalogue**”) and the Special Administrative Measures (Negative List) for Foreign Investment Access (《外商投資准入特別管理措施(負面清單)》) (the “**Negative List**”), each promulgated and amended from time to time by the MOFCOM and the National Development and Reform Commission (the “**NDRC**”). The Encouraged Catalogue and the Negative List form the basic framework for foreign investment in the PRC and classify businesses involving foreign investment into three categories, namely “encouraged”, “restricted” and “prohibited”. Industries not listed in the Encouraged Catalogue or the Negative List are generally deemed to fall within a

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fourth category of “permitted” industries. The NDRC and the MOFCOM promulgated the Catalogue of Industries Encouraged for Foreign Investment (2025 Edition) (《鼓勵外商投資產業目錄(2025年版)》) (the “**2025 Encouraged Catalogue**”) on 15 December 2025 effective from 1 February 2026, and promulgated the 2024 Negative List on 6 September 2024, effective from 1 November 2024, to supersede the previous versions of the Encouraged Catalogue and the Negative List. Any industry not listed in the Negative List is administered under the principle of equal treatment of domestic and foreign investment. As at the Latest Practicable Date, our business operations did not fall within the scope of the Negative List, and were therefore not subject to the restrictions thereunder.

Regulations Relating to Outbound Investment

The Administrative Measures for Outbound Investment (《境外投資管理辦法》) were promulgated by the MOFCOM on 6 September 2014 and became effective on 6 October 2014. As defined under the Administrative Measures for Outbound Investment, outbound investment refers to the activities whereby an enterprise lawfully established in the PRC, through incorporation, merger and acquisition or other means, owns a non-financial enterprise outside the PRC or acquires the ownership, control or operation and management rights of an existing non-financial enterprise outside the PRC. Outbound investments by enterprises involving sensitive countries and regions or sensitive industries are subject to approval administration, while outbound investments by enterprises under other circumstances are subject to record-filing administration. A local enterprise shall file with the provincial competent commerce authority at the place where it is located, and qualified enterprises will be recorded by, and granted the Certificate of Outbound Investment by Enterprises (《企業境外投資證書》) by, the provincial competent commerce authorities. The Administrative Measures for Outbound Investment by Enterprises (《企業境外投資管理辦法》) were promulgated by the NDRC on 26 December 2017 and became effective on 1 March 2018. As defined thereunder, outbound investment refers to the investment activities whereby an enterprise in the PRC, directly or through an overseas enterprise under its control, acquires ownership, control, operation and management rights and other relevant rights and interests outside the PRC by contributing assets or equity interests or providing financing or guarantees. Outbound investments are subject to certain procedures, including the approval and record-filing of outbound investment projects, the reporting of relevant information and cooperation with supervision and inspection.

The Provisions of the State Council on Outbound Investment (《國務院關於對外投資的規定》) (Order No. 837 of the State Council) were promulgated by the State Council on 5 May 2026 and became effective on 1 July 2026. Pursuant to such provisions, outbound investment refers to the activities whereby investors (including enterprises, other organisations and resident individuals within the PRC) directly or indirectly acquire the ownership, control, operation and management rights of, and other relevant rights and interests in, enterprises, assets or otherwise in other countries (regions) by contributing assets or equity interests or providing financing or guarantees; the administration of investments made by investors in the Hong Kong Special Administrative Region, the Macau Special Administrative Region and the Taiwan region shall be implemented with reference to such provisions. Where an investor is required by law to complete procedures such as approval or record-filing, information reporting and cross-border capital registration for its outbound investment activities, such procedures shall be completed in accordance with the relevant provisions of the State; outbound investments which affect or may affect national security are subject to outbound investment security review. An investor making an outbound investment prohibited by the State will be ordered to cease such investment activities, dispose of the relevant shares and assets within a prescribed period and have its illegal gains confiscated, and, where it refuses to comply, will be subject to a fine of not less than 5‰ but not more than 10‰ of the investment amount; an investor failing to complete the

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approval or record-filing procedures for its outbound investment as required will be ordered to rectify and have its illegal gains confiscated, and will be subject to a fine of not less than 1‰ but not more than 5‰ of the investment amount, and, where it refuses to rectify, will be ordered to cease such investment activities and to dispose of the relevant shares and assets within a prescribed period, and will be subject to a fine of not less than 5‰ but not more than 10‰ of the investment amount.

Pursuant to Regulations on Foreign Exchange Administration of the Overseas Direct Investment of Domestic Institutions (《境內機構境外直接投資外匯管理規定》), which were promulgated by the SAFE on 13 July 2009 and implemented on 1 August 2009, and the Notice on Further Simplifying and Improving the Policies for the Foreign Exchange Administration of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》), which were promulgated by the SAFE on 13 February 2015, implemented on 1 June 2015 and partially repealed on 30 December 2019, upon obtaining the approval for overseas investment, a PRC enterprise shall apply for foreign exchange registration of its overseas direct investment with the bank at its place of registration.

Regulations Relating to Radio Transmitting Equipment

Pursuant to the Radio Regulations of the PRC (《中華人民共和國無線電管理條例》), which were promulgated by the State Council and the Central Military Commission on 11 September 1993, revised on 11 November 2016 and became effective on 1 December 2016, the state radio regulatory authority is responsible for radio administration nationwide. The production or import of radio transmitting equipment for sale or use within the PRC shall comply with the laws and regulations on product quality, national standards and the relevant provisions of the State on radio administration. Except for micro-power short-range radio transmitting equipment, the production or import of any other radio transmitting equipment for sale or use within the PRC shall be subject to an application for model approval to be filed with the state radio regulatory authority. Anyone who, in violation of such provisions, produces or imports radio transmitting equipment for sale or use within the PRC without obtaining model approval shall be ordered by the radio regulatory authority to rectify and shall be subject to a fine ranging from RMB50,000 to RMB200,000; if the violator refuses to rectify, the radio transmitting equipment without model approval shall be confiscated and a fine ranging from RMB200,000 to RMB1,000,000 shall be imposed. Anyone who sells radio transmitting equipment which is subject to but has not obtained model approval in accordance with the law shall be ordered by the radio regulatory authority to rectify, with the illegally sold radio transmitting equipment and illegal gains confiscated, and may also be subject to a fine of not more than 10% of the value of the illegally sold equipment; if the violator refuses to rectify, a fine of not less than 10% but not more than 30% of the value of the illegally sold equipment shall also be imposed.

Pursuant to the Announcement of the Ministry of Industry and Information Technology (the “MIIT”) on Further Regulating the Production, Import, Sale and Use of Micro-power Short-range Radio Transmitting Equipment (《工業和信息化部關於進一步規範微功率短距離無線電發射設備的生產、進口、銷售和使用的公告》) (Announcement No. 52 of 2019 of the MIIT) issued by the MIIT on 28 November 2019, the production or import, for sale or use within the PRC, of radio transmitting equipment which is listed in and complies with the Catalogue and Technical Requirements of Micro-power Short-range Radio Transmitting Equipment (《微功率短距離無線電發射設備目錄和技術要求》) is not subject to RF use licensing, radio station licensing or model approval of radio transmitting equipment, provided that such equipment shall comply with the laws and regulations on product quality, national standards and the relevant provisions of the State on radio administration.

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Pursuant to the Provisions on the Administration of Radio Transmitting Equipment (《無線電發射設備管理規定》) (Order No. 57 of the MIIT), which were promulgated by the MIIT on 22 December 2022 and became effective on 1 July 2023, the development, production, import, sale and maintenance of radio transmitting equipment within the PRC shall comply with such provisions. The production or import of radio transmitting equipment (other than micro-power short-range radio transmitting equipment) for sale or use within the PRC shall be subject to an application to the state radio regulatory authority for model approval of radio transmitting equipment, and the sale of radio transmitting equipment which is subject to model approval shall be subject to sales record-filing with the radio regulatory authority.

Laws and Regulations Relating to Product Quality

Pursuant to the Product Quality Law of the PRC (《中華人民共和國產品質量法》), which was promulgated by the SCNPC on 22 February 1993 and most recently amended on 29 December 2018, producers and sellers shall establish and improve their internal product quality management systems, and strictly implement post-specific quality standards, quality responsibilities and the corresponding assessment measures. It is prohibited to forge or fraudulently use quality marks such as certification marks; to forge the origin of products or to forge or fraudulently use the factory name or address of another party; or to adulterate products in production or sale, to pass off fake products as genuine ones, or to pass off substandard products as quality ones. The product quality shall meet the following requirements: (i) no unreasonable dangers endangering the safety of persons and property; where there are national or industry standards ensuring the health and safety of persons and property, such standards must be complied with; (ii) the product shall possess the properties it is supposed to possess, except where the product’s flaws in their properties are explicitly stated; and (iii) the product shall comply with the product standards stated on the product or its packaging, and meet the quality conditions as represented in product descriptions, physical samples, etc.

Regulations Relating to the Filing of Enterprise Investment Projects

Pursuant to the Regulation on the Administration of the Approval and Filing of Enterprise Investment Projects (《企業投資項目核准和備案管理條例》) promulgated by the State Council on 30 November 2016, the government implements approval administration over fixed asset investment projects invested in and constructed by enterprises within the territory of the PRC that concern national security, or involve major national productivity distribution, strategic resource development or major public interests. The specific scope of such projects, as well as the approval authorities and their approval powers, shall be implemented in accordance with the catalogue of investment projects subject to government approval, and all other projects shall be subject to filing administration. For projects subject to filing administration, the enterprise shall, prior to the commencement of construction, notify the filing authority of the following information through the online platform: (i) the basic information of the enterprise; (ii) the project name and the location, scale and content of construction; (iii) the total investment amount of the project; and (iv) a statement that the project complies with industrial policies. If there are any significant changes to the information of a filed project, the enterprise shall promptly notify the filing authority.

For projects subject to filing administration, if the enterprise fails to notify the filing authority of the project information or of changes to the information of a filed project in accordance with the Regulation on the Administration of the Approval and Filing of Enterprise Investment Projects, the filing authority shall order it to make rectification within a prescribed time limit, and a fine shall be imposed if it fails to make rectification within such time limit.

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Laws and Regulations Relating to Construction Projects

Pursuant to the Regulation on the Administration of Construction Quality (《建設工程質量管理條例》) promulgated and implemented by the State Council on 30 January 2000 and amended on 23 April 2019, a construction entity that commences construction without obtaining a construction permit or without approval of its construction commencement report shall be ordered to suspend construction and make rectification within a prescribed time limit, and shall be subject to a fine of no less than 1% but no more than 2% of the contractual project price.

Pursuant to the Regulation on the Administration of Construction Quality and the Administrative Measures for the Filing of Inspection and Acceptance upon Completion of Buildings and Municipal Infrastructure Projects (《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》) promulgated and implemented by the former Ministry of Construction on 7 April 2000 and amended on 19 October 2009, a construction project may be delivered for use only after it has passed the inspection and acceptance. The construction entity shall, within 15 days from the date on which the construction project passes the inspection and acceptance upon completion, file a record with the competent construction administrative department of the local people’s government at or above the county level of the place where the project is located.

If the construction entity fails to complete the filing of the inspection and acceptance upon completion within 15 days from the date on which the construction project passes such inspection and acceptance, it shall be ordered by the filing authority to make rectification within a prescribed time limit and shall be subject to a fine of no less than RMB200,000 but no more than RMB500,000.

Regulations Relating to Work Safety

Pursuant to the Work Safety Law of the People’s Republic of China (《中華人民共和國安全生產法》) (the “**Work Safety Law**”), most recently amended by the Standing Committee of the National People’s Congress (the “**SCNPC**”) on 10 June 2021 with effect from 1 September 2021, entities engaged in production and business activities in the Chinese Mainland must comply with the Work Safety Law and other relevant laws and regulations on work safety. Production and business entities shall strengthen work safety management, establish and improve the work safety responsibility system and work safety rules and regulations, improve work safety conditions, strengthen the standardisation and informatization of work safety, and enhance the level of work safety to ensure work safety. Violations of the Work Safety Law may result in administrative penalties, including fines, suspension of business and revocation of permits or licences.

Laws and Regulations Relating to Environmental Protection

Pursuant to the Code of the People’s Republic of China on the Ecological Environment (《中華人民共和國生態環境法典》) (Order of the President No. 70), which was adopted by the National People’s Congress on 12 March 2026 and became effective on 15 August 2026, entities and individuals discharging pollutants shall take effective measures to prevent and control environmental pollution – including atmospheric pollution, water pollution, marine pollution, soil pollution, solid waste pollution, noise pollution, radioactive pollution, chemical substance pollution, electromagnetic radiation pollution and light pollution – generated in the course of production, daily life and other activities. Where enterprises, public institutions and other producers and business operators, in violation of laws and regulations, cause or may cause serious consequences such as environmental pollution or ecological damage, or where the relevant evidence may be lost or concealed, the departments bearing supervision and

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administration responsibilities for the protection of the ecological environment may, in accordance with the law, seal up or impound the relevant premises, vessels, facilities, equipment, tools and items.

The State implements classified administration of the ecological and environmental impact assessment of construction projects according to the degree of their impact on the ecological environment, and a construction entity shall, as required, organise the preparation of a written report on ecological and environmental impacts (where significant impacts may be caused), or a written form of ecological and environmental impacts (where minor impacts may be caused), or complete a registration form for ecological and environmental impacts (where the impacts are minimal). The catalogue for such classified administration is formulated and published by the competent ministry for ecology and environment under the State Council. The pollution prevention and control facilities of a construction project must be designed, constructed and put into operation concurrently with the principal works, must meet the requirements of the approved report or form on ecological and environmental impacts, and may not be dismantled or left idle without authorization; before the project is put into production or use, the construction entity shall carry out acceptance inspection of such supporting facilities as prescribed by the State.

Based on factors such as the volume of pollutants generated and discharged and the degree of impact on the ecological environment, classified administration of pollutant discharge permitting is implemented for enterprises, public institutions and other producers and business operators subject to permit administration: key administration applies where the volume of pollutants generated or discharged, or the degree of impact on the ecological environment, is relatively large; and simplified administration applies where the volume of pollutants generated and discharged and the degree of impact on the ecological environment are all relatively small. Enterprises, public institutions and other producers and business operators whose pollutant generation, pollutant discharge and degree of impact on the ecological environment are all very small are not subject to pollutant discharge permit administration, but shall instead complete a pollutant discharge registration form, which is valid for five years. The relevant scope catalogues are formulated and published by the competent ministry for ecology and environment under the State Council.

Regulations Relating to Fire Control

Pursuant to the Fire Control Law of the PRC (《中華人民共和國消防法》), which was most recently amended by the SCNPC on and effective from 29 April 2021, the emergency management department of the State Council and the emergency management departments of the local people's governments at or above the county level supervise and administer fire control work. The fire control design and construction of construction projects must comply with the national fire control technical standards for engineering construction. Anyone who violates the provisions of this Law in committing any of the following acts shall be ordered by the housing and urban-rural development authority and the fire rescue department in accordance with their respective official powers, to stop construction, use or suspend production and business, and impose a fine ranging from 30,000 yuan to 300,000 yuan: (1) unauthorised construction of a development project which is required by law to undergo fire safety design examination does not undergo or pass the examination; (2) unauthorised use of a development project which is required by law to undergo fire safety inspection and acceptance but does not undergo or pass the inspection and acceptance; (3) does not suspend the use of a development project stipulated in Article 13 of this Law which does not pass a spot check following inspection and acceptance; or (4) use or operation of a public gathering venue without permission granted by the fire rescue

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department or the use or operation of a public gathering venue is not in conformity with the contents of the commitment after verification.

Regulations Relating to Leasing

Pursuant to the Law of the PRC on the Administration of Urban Real Estate (《中華人民共和國城市房地產管理法》), which was promulgated by the SCNPC on 5 July 1994 and most recently amended on 26 August 2019 with effect from 1 January 2020, for the leasing of a building, the lessor and the lessee shall enter into a written lease contract setting out the terms of the lease, including the lease term, purpose of the lease, rental price and responsibility for repair and maintenance, as well as the other rights and obligations of both parties. In addition, pursuant to the Law of the PRC on the Administration of Urban Real Estate and the Administrative Measures on the Leasing of Commodity Properties (《商品房屋租賃管理辦法》), which were promulgated by the Ministry of Housing and Urban-Rural Development on 1 December 2010 and became effective on 1 February 2011, the parties to a property lease shall, within 30 days after the conclusion of the lease contract, complete property lease registration and record-filing with the competent real estate authorities. Where the lessor and the lessee fail to complete such registration procedures, they may be subject to a fine ranging from RMB1,000 to RMB10,000.

Regulations Relating to Intellectual Property in the PRC

Copyright and Software Registration

Pursuant to the Copyright Law of the PRC (《中華人民共和國著作權法》) as amended in 2010 and the Implementation Regulations of the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》), which were promulgated by the State Council on 2 August 2002 and most recently amended on 30 January 2013 with effect from 1 March 2013, copyright includes personal rights such as the right of publication and the right of authorship, as well as property rights such as the right of production and the right of distribution. Reproducing, distributing, performing, screening, broadcasting, compiling or communicating works to the public through information networks without the permission of the copyright owner constitutes infringement of copyright, except as otherwise provided in the Copyright Law of the PRC. The infringer shall, depending on the circumstances, undertake to cease the infringement, take remedial measures, make an apology and compensate for losses, among other liabilities. On 11 November 2020, the SCNPC adopted the amendment to the Copyright Law of the PRC (the “**2020 Copyright Law**”), which became effective on 1 June 2021.

The Copyright Law of the PRC identifies computer software as a category of works. Pursuant to the Regulations on the Protection of Computer Software (《計算機軟件保護條例》), which were promulgated by the State Council on 4 June 1991 and most recently amended on 30 January 2013 (with the latest amendment effective from 1 March 2013), software developed by PRC citizens, legal persons or other organisations, whether published or not, enjoys copyright, including the right of publication, the right of authorship, the right of alteration, the right of reproduction, the right of distribution, the right of lease, the right of communication through information networks, the right of translation and such other rights as shall be enjoyed by software copyright owners.

Pursuant to the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》), which were promulgated by the National Copyright Administration on 6 April 1992, amended on 20 February 2002 and most recently amended on 18 June 2004, software copyright and exclusive licensing contracts and assignment contracts of software

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copyright shall be registered. The National Copyright Administration is in charge of the administration of software copyright registration and has designated the Copyright Protection Center of China as the software registration authority. The Copyright Protection Center of China shall grant registration certificates to applicants for computer software copyright registration who satisfy the prescribed requirements.

Trademark

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》, the “**Trademark Law**”) was promulgated by the SCNPC on 23 August 1982 and last amended on 26 June 2026 which will become effective on 1 January 2027, respectively, and the Implementation Regulations on the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) were promulgated by the State Council on 3 August 2002 and last amended on 29 April 2014 and became effective on 1 May 2014.

These laws and regulations provide the basic legal framework for the regulations of trademarks. The Trademark Office of China National Intellectual Property Administration is responsible for the registration and administration of trademarks throughout the country. Trademarks are granted for a term of ten years, counted from the day the registration is approved. Twelve months prior to the expiration of the ten-year term, an applicant can renew the application and reapply for trademark protection. Using a trademark that is identical with or similar to a registered trademark in connection with the same or similar goods without the authorization of the owner of the registered trademark constitutes an infringement of the exclusive right to use a registered trademark. The infringer shall, in accordance with the regulations, undertake to cease the infringement, take remedial action, and pay damages, etc.

Patent

Pursuant to the Patent Law of the PRC (《中華人民共和國專利法》), which was promulgated by the SCNPC on 12 March 1984 and most recently amended on 17 October 2020, and with implementation from 1 June 2021. The Detailed Rules for the Implementation of the Patent Law of the PRC (《中華人民共和國專利法實施細則》), were issued by the State Council on 15 June 2001, implemented on 1 July 2001, and most recently revised on 11 December 2023, with implementation from 20 January 2024. According to these laws, regulations and detailed rules, patents in China are categorised into three types: invention patents, utility model patents and design patents. The term of an invention patent right is 20 years, the term of a utility model patent is 10 years, and the term of a design patent is 15 years, all of which are calculated from the filing date. Any entity or individual that exploits another’s patent must conclude a licensing agreement with the patent holder and pay royalties. Exploiting a patent without the permission of the patent holder constitutes an infringement of their patent rights.

Domain Names

Pursuant to the Administrative Measures on Internet Domain Names (《互聯網域名管理辦法》), which were promulgated by the MIIT on 24 August 2017 and became effective on 1 November 2017, the MIIT is responsible for the administration of Internet domain names nationwide. Domain name registration follows the “first-to-apply, first-to-register” principle, and an applicant becomes the holder of a domain name upon completion of registration.

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Layout-designs of Integrated Circuits

Pursuant to the Regulations on the Protection of Layout-designs of Integrated Circuits (《集成電路布圖設計保護條例》), which were promulgated by the State Council on 2 April 2001 and became effective on 1 October 2001, layout-designs created by PRC natural persons, legal persons or other organisations enjoy exclusive layout-design rights in accordance with such regulations. The exclusive right in a layout-design arises upon registration with the intellectual property administrative department of the State Council, and unregistered layout-designs are not protected under such regulations. The term of protection of the exclusive right in a layout-design is ten years, commencing from the date of application for registration of the layout-design or the date on which it was first put into commercial use anywhere in the world, whichever is earlier; provided that, regardless of whether it has been registered or put into commercial use, a layout-design shall no longer be protected under such regulations fifteen years after the date of completion of its creation.

Regulations Relating to Labour Protection in the PRC

Labour Law and Labour Contracts

Pursuant to the PRC Labor Law (《中華人民共和國勞動法》), which was promulgated on 5 July 1994 and amended on 27 August 2009 and 29 December 2018, employers in the PRC must establish and improve labour safety and health systems, strictly implement the national rules and standards on labour safety, and provide labour safety and health education to employees. Labour safety and health facilities must comply with the statutory standards. Employers and institutions must provide employees with a safe workplace and sanitary conditions that comply with the relevant labour protection laws and regulations.

The PRC Labor Contract Law (《中華人民共和國勞動合同法》), which was promulgated on 29 June 2007 and amended on 28 December 2012 with effect from 1 July 2013, and the Implementation Regulations of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) promulgated on 18 September 2008, set out specific provisions on the conclusion, terms and termination of labour contracts and the relevant rights and obligations of employees and employers. When recruiting an employee, the employer shall truthfully inform the employee of the job description, working conditions, place of work, occupational hazards, production safety conditions and labour remuneration, as well as other matters which the employee requests to be informed of.

Social Insurance and Housing Provident Fund

Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), which was adopted by the SCNPC on 28 October 2010 and amended on 29 December 2018, employers and individuals in the PRC are required to pay social insurance premiums, covering basic pension insurance, basic medical insurance, unemployment insurance, maternity insurance and work-related injury insurance, and such premiums are collected by the local administrative authorities. According to the Social Insurance Law and the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on 22 January 1999 and most recently amended on 24 March 2019 and effective from the same date, enterprises shall register social insurance with local social insurance and pay or withhold relevant social insurance for or on behalf of its employees. Where an employer fails to pay social insurance premiums, it shall be ordered to make the payment or make up the shortfall within a prescribed period, with a late payment surcharge of 0.05% per day accruing from the date of default; if the employer still fails to make the payment

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within the prescribed period, a fine of not less than one time but not more than three times the overdue amount shall be imposed by the relevant administrative authorities.

Pursuant to the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which were adopted by the State Council on 3 April 1999 and amended on 24 March 2002 and 24 March 2019, employers and individuals in the PRC are required to make housing provident fund contributions, which are collected by the local administrative authorities. Where an employer fails to make or underpays housing provident fund contributions within the prescribed period, the housing provident fund management centre shall order it to make the contributions within a prescribed period; if the employer still fails to do so, an application may be made to the people’s court for compulsory enforcement.

Pursuant to the interpretation (II) of the Supreme People’s Court on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), promulgated by the Supreme People’s Court on 31 July 2025 and taking effect on 1 September 2025, regulates issues related to the responsibility of the employer, confirmation of labour relations, service period and non-competition period, termination of labour contract performance, social insurance payment, etc. It explicitly regulates disputes in the field of social insurance, stipulating that if the employer and the employee agree or the employee promises to the employer that they do not need to pay social insurance premiums, the people’s court shall determine that the relevant agreement or commitment is invalid. The employee has the right to terminate the labour contract based on this and request the employer to pay economic compensation, and the people’s court should support this in accordance with the relevant laws and regulations.

Interim Provisions on Labor Dispatch

Pursuant to the Interim Provisions on Labor Dispatch (《勞務派遣暫行規定》), which were promulgated on 24 January 2014 and became effective on 1 March 2014, an employer may use dispatched workers only for temporary, auxiliary or substitute positions, and shall strictly control the number of dispatched workers used, which shall not exceed 10% of its total workforce.

Laws and Regulations on Prevention and Control of Occupational Diseases

Pursuant to the provisions of the Law of the PRC on the Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) promulgated on 27 October 2001 and amended on 31 December 2011, 2 July 2016, 4 November 2017 and 29 December 2018 respectively, where an employer’s workplace has any occupational disease hazard factors as listed in the catalogue of occupational diseases, the employer shall declare the hazardous items to the local health administrative department and accept supervision. Where a new construction, an expansion, or a reconstruction project or a technical transformation or technology introduction project may cause any occupational hazards, the construction entity of such project shall conduct the pre-assessment of occupational hazards at the feasibility study stage. The construction entity shall include the expenses necessary for the protective facilities against occupational diseases of a construction project into the project budget of the construction project, and shall synchronise the design, construction, use for production and other operations of such facilities with the main body of the project. The construction entity shall evaluate the control effect of occupational hazards before the completion acceptance of the construction project. For occupational disease protection facilities in construction projects other than those for radioactive occupational disease hazards in medical institutions, the construction entity shall organise the acceptance according to law, and only after passing the acceptance can the project be put into production and operation.

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Laws and Regulations Relating to Import and Export Trade

Pursuant to the Customs Law of the PRC (《中華人民共和國海關法》), which was promulgated by the SCNPC on 22 January 1987, became effective on 1 July 1987 and was most recently amended on and effective from 29 April 2021, the customs of the PRC is a governmental organisation responsible for supervision and control over all arrivals in and departures from the customs territory. All the transports, goods and articles shall enter into or exit from the territory of the PRC at a place where a customs office is established. The customs declaration and duty payment formalities may be undergone by the consignees or consignors of imported and exported goods, or by the customs clearing enterprises entrusted by such consignees or consignors. The consignees or consignors of imported and exported goods and the customs clearing enterprises shall file records with the customs when undergoing customs declaration formalities, otherwise may be imposed fines by the customs.

Pursuant to the Administrative Provisions of the Customs of the PRC on Record-Filing of Customs Declaration Entities (《中華人民共和國海關報關單位備案管理規定》) promulgated by the General Administration of Customs of the PRC (the “GACC”) on 19 November 2021 and became effective on 1 January 2022, the consignees or consignors of imported and exported goods and the customs clearing enterprise that apply for the filing of records with the customs shall obtain the status of a market entity; where the consignees or consignors of imported and exported goods apply for the filing of records with the customs, the filing of foreign trade dealers shall also be completed. According to the Announcement on Fully Including the Filing of Customs Declaration Entities in the Reform of “Integrating Multiple Certificates into One” (《關於報關單位備案全面納入“多證合一”改革的公告》) jointly promulgated by the GACC and the SAMR on 20 December 2021 and became effective on 1 January 2022, where an applicant intends to be filed as a customs declaration entity when undergoing the registration formalities as a market entity with the market regulation authorities, it shall tick the box of filing as a customs declaration entity as required and fill in the relevant information for filing. The market regulation authorities will then complete the registration pursuant to procedures of “Integrating Multiple Certificates into One” and share the relevant information with the GACC on the SAMR level. Such applicants are no longer required to submit applications for filing as a customs declaration entity to the customs.

In addition, the Decision of the SCNPC on revising the Foreign Trade Law of the PRC (全國人民代表大會常務委員會關於修改《中華人民共和國對外貿易法》的決定) promulgated by the SCNPC on 30 December 2022 and became effective on the same date, deleted the requirements on the foreign trade dealers engaged in the import and export of goods or technologies to be registered with the competent administrative departments of foreign trade of the State Council or any institutions authorised thereby, namely the filing of foreign trade dealers.

Pursuant to the Regulations of the PRC on the Administration of Import and Export of Goods (《中華人民共和國貨物進出口管理條例》) (the “**Regulations on the Administration of Import and Export of Goods**”) promulgated by the State Council on 10 December 2001 and most recently amended on 10 March 2024 with effect from 1 May 2024, enterprises engaged in the trade activities of importing goods into the territory of the PRC or exporting goods outside of China must comply with the Regulations on the Administration of Import and Export of Goods. Goods whose import or export is prohibited shall not be imported or exported; goods whose import or export is restricted shall be subject to a licensing or quota system; and goods whose import or export is free shall not be subject to restriction. The consignee of imported goods or the consignor of exported goods shall submit an automatic import and export licence, an import and export licence or a quota certificate to the customs for customs clearance.

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Regulations Relating to Foreign Exchange Administration

Pursuant to the Regulations of the PRC on Foreign Exchange Administration (《中華人民共和國外匯管理條例》) (the “**Foreign Exchange Administration Regulations**”), which were promulgated by the State Council on 29 January 1996 and became effective on 1 April 1996, and the Administrative Regulations on Foreign Exchange Settlement, Sales and Payment (《結匯、售匯及付匯管理規定》) promulgated by the People’s Bank of China on 20 June 1996 and became effective on 1 July 1996, all international payments and transfers are classified into current account items and capital account items. Most current account items are not subject to the approval of the foreign exchange administration authorities, while capital account items remain subject to approval. The Foreign Exchange Administration Regulations were subsequently amended on 14 January 1997 and on 1 August 2008 with the amendments effective from 5 August 2008. The Foreign Exchange Administration Regulations, as most recently amended, expressly provide that international payments and transfers under current accounts are not subject to restriction in the PRC.

Pursuant to the Notice of the State Administration of Foreign Exchange on Policies for Reforming and Regulating the Control over Foreign Exchange Settlement under the Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) (Hui Fa [2016] No. 16), which was promulgated by the SAFE on 9 June 2016 and amended on 4 December 2023, and the Notice of the State Administration of Foreign Exchange on Further Deepening Reform to Promote Cross-border Trade and Investment Facilitation (《國家外匯管理局關於進一步深化改革促進跨境貿易投資便利化的通知》) announced and effective on 4 December 2023, it has been clarified under the relevant policies that foreign exchange income under capital accounts subject to discretionary settlement (including foreign exchange capital funds, foreign debt proceeds and funds repatriated from overseas listings) may be settled with banks in accordance with the actual operational needs of the relevant domestic entity. The proportion of discretionary settlement of foreign exchange income under capital accounts of domestic entities is tentatively set at 100%, and the SAFE may adjust such proportion in due course in light of the international balance of payments.

Pursuant to the Circular on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business by the State Administration of Foreign Exchange (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》) issued by SAFE on 10 April 2020, eligible enterprises are allowed to make domestic payments by using receipts under capital accounts, such as their capital funds, foreign credits and the income from overseas listing, with no need to provide the evidentiary materials concerning authenticity on a transaction-by-transaction basis to banks in advance, provided that their capital use shall be authentic and in line with provisions, and conform to the prevailing administrative regulations on the use of receipts under capital accounts. Local foreign exchange authorities shall strengthen monitoring analysis and interim and post regulation.

Pursuant to the Notice on Issues Concerning the Management of Funds for Overseas Listing of Domestic Enterprises (《關於境內企業境外上市資金管理有關問題的通知》) (“**Circular 252**”), which was promulgated by the PBOC and the SAFE on 24 December 2025 and became effective on 1 April 2026, a joint stock limited company registered in the PRC that directly issues securities overseas or issues overseas depository receipts (“**Overseas Listing**”) upon filing with the CSRC shall, within 30 working days from the first trading day of its Overseas Listing or upon completion of the over-allotment, take the relevant materials to the competent bank at its place of registration to apply for Overseas Listing registration; funds raised from the Overseas Listing shall, in principle, be repatriated to the PRC in a timely manner. Where the funds raised by a domestic enterprise from the Overseas Listing are repatriated in foreign currency, they shall

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be remitted to a capital account – foreign exchange settlement pending payment account for deposit and use, and may be settled at the enterprise’s discretion; where repatriated in Renminbi, they may be remitted to a capital account – foreign exchange settlement pending payment account or a domestic Renminbi bank settlement account for deposit and use. The use of funds raised from the Overseas Listing shall be consistent with the relevant contents set out in the publicly disclosed documents, such as the prospectus or the corporate bond offering circular, the shareholders’ circular and the resolutions of the board of directors or the general meeting of shareholders.

Regulations on Taxation

Enterprise Income Tax

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (the “**EIT Law**”), which was promulgated by the SCNPC on 16 March 2007, became effective on 1 January 2008 and was most recently amended on 29 December 2018, and the Implementation Regulations of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) (the “**EIT Implementation Regulations**”), which were promulgated by the State Council on 6 December 2007, became effective on 1 January 2008 and were most recently amended on 6 December 2024, effective on 20 January 2025, enterprises are categorised into resident enterprises and non-resident enterprises. Resident enterprises shall pay enterprise income tax on their income derived from both within and outside the PRC at a rate of 25%. High and new technology enterprises that the State needs to support on a priority basis are subject to a reduced enterprise income tax rate of 15%.

Pursuant to Administrative Measures on Accreditation of High-tech Enterprises (《高新技術企業認定管理辦法》), which were revised and issued by the Ministry of Science and Technology, the Ministry of Finance (the “**MOF**”) and the State Taxation Administration on 29 January 2016 and implemented with effect from 1 January 2016, the qualification of a High-tech Enterprise is valid for three years from the date of issuance of the certificate, and an enterprise is entitled to the preferential tax treatment from the year in which the certificate is issued.

Value-added Tax

Pursuant to the Interim Regulations of the PRC on Value-added Tax (《中華人民共和國增值稅暫行條例》), which were promulgated by the State Council and most recently amended and implemented on 19 November 2017, and the Implementation Rules of the Interim Regulations of the PRC on Value-added Tax (《中華人民共和國增值稅暫行條例實施細則》), which were promulgated by the Ministry of Finance and most recently amended on 28 October 2011 with effect from 1 November 2011, entities and individuals selling goods or providing processing, repair and assembly services, or importing goods within the PRC are taxpayers of value-added tax (“**VAT**”) and shall pay VAT. Unless otherwise provided, the tax rate applicable to taxpayers selling or importing goods or providing processing, repair and assembly services is 17%, and 11%, 6% or 0% under certain specified circumstances.

On 25 December 2024, the SCNPC promulgated the Value-added Tax Law of the PRC (《中華人民共和國增值稅法》), which came into effect on 1 January 2026, upon which the Interim Regulations of the PRC on Value-added Tax were simultaneously repealed. On 25 December 2025, the State Council promulgated the Implementation Regulations of the Value-added Tax Law of the PRC (《中華人民共和國增值稅法實施條例》), which also came into effect on 1 January 2026. Pursuant to such law, entities and individuals (including individual industrial and commercial households) selling goods, services, intangible assets or real property, or importing

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goods, within the PRC are taxpayers of VAT and shall pay VAT in accordance with such law. Unless otherwise provided, the tax rate applicable to taxpayers selling goods, processing, repair and assembly services or leasing services of tangible movable property, or importing goods, is 13%, and 9%, 6% or 0% under certain specified circumstances. For taxpayers of the value-added tax who sell self-developed software products, the Ministry of Finance and the State Taxation Administration issued the Notice of the Ministry of Finance and the State Administration of Taxation on Value-added Tax Policies for Software Products (《財政部、國家稅務總局關於軟件產品增值稅政策的通知》), effective on 1 January 2011, which sets forth that the refund-upon collection policy is applied to self-developed software products, which is typically the portion of the taxpayers of the value-added tax actually paid that exceeds 3% of the taxpayers of the value-added tax taxable income.

Tax on Dividends

For Individual Investors

According to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), or the Individual Income Tax Law, amended by the SCNPC on 31 August 2018 and effective on 1 January 2019, and the Implementation Rules of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法實施條例》) amended by the State Council on 18 December 2018 and effective on 1 January 2019, dividends paid by PRC companies to individual investors are ordinarily subject to a withholding income tax levied at a flat rate of 20%.

Pursuant to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), or the Arrangement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, executed on 21 August 2006, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total amount of dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interests in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total amount of dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷稅漏稅的安排》第五議定書), or the Fifth Protocol, issued by The State Administration of Taxation and effective on 6 December 2019 provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

For Enterprise Investors

Pursuant to the EIT Law (《中華人民共和國企業所得稅法》), and the EIT Implementation Regulations (《中華人民共和國企業所得稅法實施條例》), a non-resident enterprise is subject to a reduced rate of 10% enterprise income tax on PRC-sourced income, including dividends paid by a PRC resident enterprise that issues and lists shares in Hong Kong, if such non-resident enterprise does not have an establishment or place of business in the PRC or has an establishment or place of business in the PRC but the PRC-sourced income is not actually connected with such establishment or place of business in the PRC. The aforesaid income tax payable by non-resident enterprises shall be withheld at source, and the payer shall be the withholding agent, and the tax shall be withheld by the withholding agent from the payment or

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due payment every time it is paid or due. Such tax may be reduced or exempted pursuant to an applicable treaty for the avoidance of double taxation.

Pursuant to the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which Are Overseas Non-resident Enterprises (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by the State Administration of Taxation and effective on 6 November 2008, a PRC resident enterprise is required to withhold enterprise income tax at a rate of 10% on dividends paid to non-PRC resident enterprise holders of H Shares which are derived out of profit generated since 2008. The Reply on the Collection of Enterprise Income Tax on Dividends Received by Non-resident Enterprises from Holding B Shares and Other Shares (《關於非居民企業取得B股等股票股息徵收企業所得稅問題的批覆》) promulgated by the State Administration of Taxation and effective on 24 July 2009 further provides that PRC-resident enterprises listed on Chinese and overseas stock exchanges by issuing stocks (including A shares, B shares and overseas shares) must withhold enterprise income tax at a flat rate of 10% on dividends of 2008 and onwards that it distributes to non-resident enterprise shareholders. Such tax rates may be further modified pursuant to the tax treaty or agreement that China has concluded with a relevant jurisdiction, where applicable.

According to the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of equity interest in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total dividends payable by the PRC company. The Fifth Protocol provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares. Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities' verification.

Tax related to equity transfer income

For Individual Investors

Under the Individual Income Tax Law and its implementation rules, individuals are subject to individual income tax at a rate of 20% on gains realised on the sale of equity interests in PRC resident enterprises. Pursuant to the Circular on Continuing the Temporary Exemption of Individual Income Tax on Gains from Share Transfers by Individuals (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》), which was promulgated by the MOF and The State Administration of Taxation and became effective on 30 March 1998, from 1 January 1997, income of individuals from the transfer of shares in listed companies continues to be temporarily exempted from individual income tax. The State Administration of Taxation does not specify whether to continue to exempt individuals from personal income tax on the income from the transfer of shares in listed company in the newly revised Individual Income Tax Law and Implementation Rules of the Individual Income Tax Law.

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For Enterprise Investors

Under the EIT Law and its implementation rules, a non-PRC resident enterprise is subject to enterprise income tax at the rate of 10% with respect to PRC-sourced income, including gains derived from the disposal of shares in a PRC resident enterprise, if it does not have an establishment or premises in the PRC or has an establishment or premises in the PRC but the PRC-sourced income is not actually connected with such establishment or premises in the PRC. The aforementioned income tax payable by non-PRC resident enterprises is subject to source withholding, and the payer is the withholding agent. The tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Such tax may be reduced or exempted under applicable tax treaties or arrangements.

Laws and Regulations on Transfer Pricing in PRC

Pursuant to the EIT Law and its implement rules and the Law of the People's Republic of China on the Administration of Tax Collection (《中華人民共和國稅收徵收管理法》), which was first promulgated by the SCNPC on 4 September 1992 and amended on 28 February 1995, 28 April 2001, 29 June 2013 and 24 April 2015, related party transactions should comply with the arm's length principle. In the event that the related party transactions fail to comply with the arm's length principle resulting in the reduction of the enterprise's taxable income, the tax authority has power to make adjustments with reasonable methods within ten years from the tax paying year that the non-compliant related party transaction had occurred. Pursuant to such laws and regulations, any company entering into related party transactions with another company shall submit an annual related party transactions reporting form (年度關聯業務往來報告表) to the tax authority.

Based on the Announcement of the State Taxation Administration on Matters Relating to the Improvement of the Administration of Related Party Transaction Reporting and Contemporaneous Documentation (《國家稅務總局關於完善關聯申報和同期資料管理有關事項的公告》) promulgated and became effective on 29 June 2016, enterprises which have related-party transactions and meet corresponding conditions shall prepare their contemporaneous documentation (同期資料) per tax year and submit to the tax authority if required by the same. Contemporaneous documentation includes master file (主體文檔), local file (本地文檔) and special issue file (特殊事項文檔).

Pursuant to the Announcement of the State Taxation Administration on Issuing the Administrative Measures for Special Tax Adjustment and Investigation and Mutual Agreement Procedures (《國家稅務總局關於發佈特別納稅調查調整及相互協商程序管理辦法的公告》) which was issued on 17 March 2017 and became effective on 1 May 2017 and was amended on 15 June 2018, an enterprise may adjust and pay taxes at its own discretion when it receives a special tax adjustment risk warning or identifies its own special tax adjustment risks, while the tax authorities may also carry out special tax investigation and adjustment in accordance with the relevant provisions in regard to enterprises that adjust and pay taxes at their own discretion.

Stamp Duty

According to the Stamp Duty Law of the PRC (《中華人民共和國印花稅法》), which was promulgated on 10 June 2021 and came into effect on 1 July 2022, all entities and individuals who make taxable documents and conduct securities transactions within the territory of the PRC are the taxpayers of stamp duty and shall pay stamp duty. All entities and individuals who make taxable documents outside the territory of the PRC to be used within the territory of the PRC

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shall pay stamp duty. The disposal of H Shares by non-mainland China investors outside of the mainland China is not subject to the requirements of the Stamp Duty Law of the PRC.

Laws and Regulations Relating to Overseas Listing

Securities Laws and Regulations

The Securities Law of the PRC (《中華人民共和國證券法》) (the “**Securities Law**”), which was promulgated by the SCNPC on 29 December 1998, most recently amended on 28 December 2019 and implemented on 1 March 2020, comprehensively regulates activities in the PRC securities market, including the offering and trading of securities, takeovers of listed companies, stock exchanges and securities companies, and the duties of the securities regulatory authorities, among others. The Securities Law further provides that domestic enterprises which directly or indirectly issue securities overseas or list their securities for trading overseas shall comply with the relevant provisions of the State Council, and that the specific measures for the subscription for and trading of shares of domestic companies in foreign currencies shall be separately formulated by the State Council. The CSRC is the securities regulatory authority established under the State Council, responsible for supervising and administering the securities market, maintaining market order and safeguarding the lawful operation of the market in accordance with the law. At present, the offering and trading of H shares are primarily governed by the regulations and rules promulgated by the State Council and the CSRC.

On 17 February 2023, the CSRC promulgated a number of regulations on the filing-based administration of overseas offering and listing by domestic companies, including the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”). Pursuant to the Overseas Listing Trial Measures, a PRC domestic company seeking to offer and list its securities in an overseas market, whether directly or indirectly, shall submit the required filing documents to the CSRC within three working days after the submission of its overseas listing application.

Pursuant to the Overseas Listing Trial Measures, an overseas offering and listing shall not be conducted under any of the following circumstances: (i) where such offering and listing is expressly prohibited by laws, administrative regulations or relevant provisions of the State; (ii) where the offering and listing may endanger national security as reviewed and determined by the competent authorities under the State Council in accordance with the law; (iii) where the domestic company intending to conduct the securities offering and listing, or its controlling shareholder or actual controller, has committed criminal offences of corruption, bribery, embezzlement of property, misappropriation of property or disruption of the order of the socialist market economy in the most recent three years; (iv) where the domestic company intending to conduct the securities offering and listing is under investigation in accordance with the law for suspected criminal offences or major violations of laws and regulations and no conclusion has been reached; or (v) where there are material ownership disputes over the equity held by the controlling shareholder of the domestic company or over the equity held by other shareholders controlled by the controlling shareholder and/or the actual controller.

On 24 February 2023, the CSRC, together with three other relevant governmental authorities, jointly promulgated the Provisions on Strengthening Confidentiality and Archives Administration in Connection with Overseas Securities Offering and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), which became effective on 31 March 2023. Pursuant to such provisions, where a domestic enterprise provides or publicly discloses documents or materials involving state secrets or work secrets of

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state organs to relevant securities companies, securities service institutions, overseas regulators or other entities or individuals, it shall obtain approval from the competent authorities with the requisite approval power in accordance with the law and make a filing with the secrecy administrative department at the same level. Working papers formed within the PRC by securities companies and securities service institutions providing relevant services for the overseas offering and listing of domestic enterprises shall be kept within the PRC, and where such working papers need to be transferred outside the PRC, the relevant approval procedures shall be completed in accordance with the relevant provisions of the State.

Regulations Relating to “Full Circulation” of H Shares

“Full circulation” refers to the listing and circulation on a stock exchange of the domestic unlisted shares of an H-share company, including domestic unlisted shares held by domestic shareholders prior to the overseas listing, domestic unlisted shares additionally issued after the overseas listing, and unlisted shares held by foreign shareholders. On 14 November 2019, the China Securities Regulatory Commission (the “CSRC”) issued the Business Guidelines for “Full Circulation” Applications in Respect of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請“全流通”業務指引》) (the “**Full Circulation Business Guidelines**”), which were amended on 10 August 2023. Pursuant to the Full Circulation Business Guidelines, subject to compliance with the relevant laws and regulations and the policy requirements on state-owned assets administration, foreign investment and industry regulation, holders of domestic unlisted shares may determine through negotiation the number and proportion of shares for which circulation is to be applied, and entrust the H-share company to file with the CSRC. A domestic joint stock company that has not yet been listed may complete the filing for “full circulation” with the CSRC together with its overseas initial public offering and listing. On 31 December 2019, China Securities Depository and Clearing Corporation Limited (“CSDC”) and the Shenzhen Stock Exchange (the “SZSE”) jointly issued the Implementation Rules for the “Full Circulation” Business of H Shares (《H股“全流通”業務實施細則》) (the “**Business Implementation Rules**”). The “full circulation” business of H shares (such as cross-border re-registration, custody and maintenance of holding details, trading entrustment and order transmission, settlement, administration of clearing participants and nominee holder services) is governed by the Business Implementation Rules.

Laws Relating to Cybersecurity, Data Security and Personal Information Protection

Pursuant to the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), which became effective on 1 June 2017 and was most recently amended by the SCNPC on 28 October 2025, the construction and operation of networks, and the provision of services through networks, within the PRC shall comply with the provisions of laws and administrative regulations and the mandatory requirements of national standards. Any individual or organisation using networks shall abide by the Constitution and the laws, observe public order and respect social morality, and shall not endanger cybersecurity, or use networks to engage in activities that endanger national security, honour or interests, incite subversion of state power or the overthrow of the socialist system, incite separatism or undermine national unity, advocate terrorism or extremism, advocate ethnic hatred or ethnic discrimination, disseminate violent or obscene and pornographic information, fabricate or disseminate false information to disrupt the economic or social order, or infringe upon the reputation, privacy, intellectual property rights or other lawful rights and interests of others.

On 10 June 2021, the SCNPC promulgated the PRC Data Security Law (《中華人民共和國數據安全法》), which came into effect on 1 September 2021. The PRC Data Security Law provides for data security and privacy obligations on entities and individuals carrying out data

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activities. The PRC Data Security Law also introduces a data classification and hierarchical protection system based on the importance of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organisations when such data is tampered with, destroyed, leaked, or illegally acquired or used. The appropriate level of protection measures is required to be taken for each respective category of data. In addition, the PRC Data Security Law imposes export restrictions on certain data and information. No entity or individual within the territory of the PRC may provide foreign judicial or law enforcement authorities with the data stored within the territory of the PRC without the approval of the competent PRC authorities.

On 20 August 2021, the SCNPC promulgated the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》), which became effective on 1 November 2021. The PRC Personal Information Protection Law aims at protecting the personal information rights and interests, regulating the processing of personal information, ensuring the orderly and free flow of personal information in accordance with the law, and promoting the reasonable use of personal information. “Personal information” refers to any information related to identified or identifiable natural persons recorded by electronic or other means, excluding anonymized information. The PRC Personal Information Protection Law also specified the rules for handling sensitive personal information, which includes biometrics, religious beliefs, specific identities, medical health, financial accounts, trails and locations, and personal information of children under fourteen years old and other personal information, which, upon leakage or illegal usage, may easily result in damage to the personal dignity or personal or property safety. The PRC Personal Information Protection Law requires, among other things, that (i) the processing of personal information should have a clear and reasonable purpose and should be directly related to its purpose, in a method that has the least impact on personal rights and interests, and (ii) the collection of personal information should be limited to the minimum scope necessary to achieve the processing purpose to avoid the excessive collection of personal information. Entities processing personal information shall bear responsibility for their personal information handling activities, and adopt necessary measures to safeguard the security of the personal information they handle.

On 28 December 2021 the CAC promulgated the Revised Cybersecurity Review Measures (《網絡安全審查辦法》), which became effective on 15 February 2022 and repeal the Cybersecurity Review Measures promulgated on 13 April 2020. The Revised Cybersecurity Review Measures provide that a CIIO purchasing network products and services and network platform operators engaging in data processing activities that affect or may affect national security shall be subject to cybersecurity review and that network platform operators that hold personal information of over one million users shall apply with the Cybersecurity Review Office for a cybersecurity review before listing abroad.

According to the Regulations on the Administration of Cyber Data Security (《網絡數據安全管理條例》) promulgated by the State Council on 24 September 2024, effective from 1 January 2025, the Regulations apply to network data processing activities and their security supervision and administration conducted within China. The Regulations stipulate that no individual or organisation may use network data to engage in illegal activities, nor engage in illegal network data processing activities such as stealing or otherwise illegally obtaining network data, illegally selling or illegally providing network data to others. Network data processors shall, in accordance with the provisions of laws and administrative regulations and the mandatory requirements of national standards, strengthen network data security protection on the basis of the cybersecurity multi-level protection system, establish and improve network data security management systems, adopt technical measures such as encryption, backup, access control, and security certification, and other necessary measures to protect network data from tampering,

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destruction, leakage, or illegal acquisition or use, handle network data security incidents, and prevent illegal activities and crimes targeting or utilising network data, and shall bear primary responsibility for the security of the network data they process.

RELEVANT LAWS AND REGULATIONS IN HONG KONG

Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong)

The Sale of Goods Ordinance (“SOGO”) governs the formation, performance and remedies of contract for the sale of goods in Hong Kong and the transfer of title of goods sold. The SOGO also sets out certain implied terms or conditions and warranties relating to the safety and suitability of goods supplied under a contract of sale for goods in Hong Kong, including: (a) where there is a sale of goods by description, the goods shall correspond with the description; (b) where the seller sells goods in the course of a business, the goods shall be of a merchantable quality, i.e. (i) as fit for the purpose or purposes for which the goods of that kind are commonly bought; (ii) of such standard of appearance and finish; (iii) as free from defects (including minor defects); (iv) as safe; and (v) as durable, as it is reasonable to expect having regard to any description applied to them, the price (if relevant) and all other relevant circumstances; and (c) where the seller sells goods in the course of a business and the buyer makes known to the seller (whether expressly or by implication) any particular purpose for which the goods are being bought, the goods supplied under the contract shall be reasonably fit for that purpose.

Under section 55 of the SOGO, where there is a breach of warranty by the seller, the buyer is not, by reason of such breach of warranty, entitled to reject the goods, but he may set up against the seller the breach of warranty in diminution or extinction of the price, or maintain an action against the seller for damages for the breach of warranty.

Any right, duty or liability which arises under a contract of sale of goods by implication of law may be negated or varied by express agreement, or by course of dealings between the parties, or by usage if the usage is such as to bind both parties to the contract, subject to the Control of Exemption Clauses Ordinance (Chapter 71 of the Laws of Hong Kong).

Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong)

The Trade Descriptions Ordinance (“TDO”) aims to prohibit false trade descriptions, false, misleading or incomplete information, false statements, etc., which shall be applicable to our Group’s products. All of the products supplied by our Group are required to comply with the relevant provisions therein.

Under the TDO, (a) use of false trade descriptions, (b) false, misleading or incomplete information, (c) false marks and misstatements in respect of products, and (d) false trade descriptions in respect of services supplied are prohibited. In addition, the TDO makes certain trade practices criminal offence, namely (a) misleading omission, (b) aggressive commercial practices, (c) bait advertising, (d) bait and switch and (e) wrongful acceptance of payment. The TDO also provides for offences relating to forged trademark, and falsely applying of trademark or resembling marks.

Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong)

The Inland Revenue Ordinance (the “IRO”) imposes taxes on property, earnings and profits in Hong Kong. The IRO provides, among others, that persons, which include corporations, partnerships, trustees and bodies of persons, carrying on any trade, profession or business in

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Hong Kong are chargeable to tax on all profits (excluding profits arising from the sale capital assets) arising in or derived from Hong Kong from such trade, profession or business. As at the Latest Practicable Date, the standard profit tax rate for corporations is at 16.5%. The IRO also contains provisions relating to, among others, permissible deductions for outgoing and expenses, set-offs for losses and allowances for depreciation. We, as a company carrying out business in Hong Kong, are subject to the profits tax regime under the IRO.

Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong)

Every person, (a company or individual), who carries on a business in Hong Kong is required under the Business Registration Ordinance (“**BRO**”) to apply for a business registration certificate from the Inland Revenue Department (the “**IRD**”) within one month from the date of commencement of the business, and to display a valid business registration certificate at the place of business. Business registration does not serve to regulate business activities and it is not a licence to trade. Business registration serves to notify the IRD of the establishment of a business in Hong Kong. Business registration certificate will be issued on submission of the necessary document(s) together with payment of the relevant fee. A business registration certificate is renewable every year or every three years (if business operators elect for issuance of business registration certificate that is valid for three years). Any person who fails to apply for business registration shall be guilty of an offence and shall be liable to a fine of HK\$5,000 and to imprisonment for one year.

Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

Pursuant to section 776 under Part 16 of the Companies Ordinance (the “**CO**”) any non-Hong Kong company who has a place of business in Hong Kong has to register with the Companies Registry within one month after the establishment of the place of business. Upon successful registration, the non-Hong Kong company will receive from the Companies Registry a certificate of registration. Failure to register with the Companies Registry under Part 16 of the CO may entail consequences of a fine of up to HK\$50,000, whereas in the case of a continuing offence, to a daily penalty of HK\$700 for each day on which the offence is continued. Every responsible person of the non-Hong Kong company who authorises and permits such contravention may be held accountable under section 776 of the CO.

Part 16 of the CO also imposes several continuous obligations on such non-Hong Kong companies in parallel to the registration requirement. Amongst others, section 778 requires the non-Hong Kong company to notify the Companies Registry of any change in its corporate name, where section 786 also provides that the non-Hong Kong company shall notify the Companies Registry should there is any change of its authorised representative. Section 788 requires the non-Hong Kong companies to deliver annual return within 42 days after each anniversary of the date on which the certificate of registration was issued. Failure to adhere to those continuous obligations will attract a fixed fine and typically an additional fixed daily penalty for each day on which the offence is continued.

Laws, Regulations and Guidelines Relating to Transfer Pricing

The IRD may make transfer pricing adjustments by disallowing expenses incurred by Hong Kong residents under sections 16(1), 17(1)(b) and 17(1)(c) of the IRO and challenging the entire arrangement under general anti-avoidance provisions such as sections 61 and 61A of the IRO if the IRD considers that the related party transactions are not conducted on an arm’s length basis.

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The Departmental Interpretation and Practice Notes (“**DIPN**”) No. 46 provides clarifications and guidance on the IRD’s views on transfer pricing and how it intends to apply the existing provisions of the IRO to establish whether related parties are transacting at arm’s length prices.

In general the practices followed by the IRD are based on the transfer pricing methodologies recommended by the OECD Transfer Pricing Guidelines. DIPN No. 45 further provides that where double taxation arises as a result of transfer pricing adjustments made by the tax authorities of another country, a Hong Kong taxpayer may potentially claim relief under the treaty between Hong Kong and that country (countries that entered into tax arrangements with Hong Kong include the PRC). Furthermore, the Hong Kong Government has gazetted the Inland Revenue (Amendment) (No. 6) Ordinance 2018 (the “**Amendment Ordinance**”) on 13 July 2018. The main objectives of the Amendment Ordinance are to codify the transfer pricing principles and implement certain measures under the Base Erosion and Profit Shifting (“**BEPS**”) package promulgated by the Organisation for Economic Co-operation and Development, such as the transfer pricing documentation requirements. The BEPS package seeks to counter the exploitation of gaps and mismatches in tax rules by multinational enterprises to artificially shift profits to low or no-tax locations where there are little or no economic activity.

Section 50AAF of the IRO now codifies the arm’s-length principle and allows for an adjustment of a taxpayer’s profits upwards/losses downwards if the taxpayer has entered into transaction(s) with an associated person, and the pricing of such transaction(s) differs from that between independent persons and has created a Hong Kong tax advantage. Section 82A of the IRO stipulates that a person is liable to be assessed for penalties to additional tax of the amount of tax undercharged resulting from transfer pricing adjustments, unless it is proved that reasonable efforts have been made to determine the arm’s length price for the transaction(s).

Pursuant to section 58C of the IRO, Hong Kong entities engaged in transactions with associated enterprises will be required to prepare master and local files for accounting periods beginning on or after 1 April 2018, except where they meet either one of the following exemptions in respect of business size or relevant transaction volume: (i) exemption based on size of business; (ii) exemption based on related party transactions; or (iii) exemption where all types of controlled transactions for the relevant accounting period are not required to be covered in local files, neither local file for the accounting period and master file for the corresponding accounting period is required to be prepared or retained by a taxpayer under the IRO.