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## REGULATORY OVERVIEW

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### PRC LAWS AND REGULATIONS

We must comply with various Chinese laws, regulations, and rules that affect multiple aspects of our business. This section outlines the principal Chinese laws, regulations, and rules that we believe are relevant to our business and operations.

### LAWS AND REGULATIONS RELATING TO DOMESTIC FOREIGN INVESTMENT

Pursuant to the Company Law of the People’s Republic of China (《中華人民共和國公司法》) promulgated by the Standing Committee of the National People’s Congress (the “SCNPC”) on December 29, 1993, amended on December 29, 2023 and implemented on July 1, 2024, all companies established in China are subject to the provisions of the Company Law, which stipulate provisions on the establishment, corporate structure and management of companies, and also apply to foreign-invested companies. To the extent laws on foreign investment have other stipulations, these stipulations shall prevail.

Pursuant to the Foreign Investment Law of the People’s Republic of China (《中華人民共和國外商投資法》) promulgated by the National People’s Congress on March 15, 2019 and implemented on January 1, 2020, and the Implementing Regulations of the Foreign Investment Law of the People’s Republic of China (《中華人民共和國外商投資法實施條例》) promulgated by the State Council on December 26, 2019 and implemented on January 1, 2020, China will further implement the open-up policy, proactively promote foreign investment, protect the legitimate rights and interests of foreign investors and regulate the management of foreign investment. The various policies to support the development of enterprises shall equally apply to foreign-invested enterprises in accordance with the laws. Foreign investors’ capital contributions, profits, capital gains, gains from asset disposal, royalties of intellectual property rights, legally obtained compensation or indemnification, gains from liquidation can be freely remitted in or out of China in RMB or foreign currency in accordance with the laws. The State implements a management system comprising pre-access national treatment along with a negative list with respect to foreign investment, and gives national treatment to foreign investment beyond the negative list. Foreign investors shall not invest in any field forbidden by the negative list for foreign investment; for any field restricted by the negative list, foreign investors shall conform to the investment conditions stipulated under the negative list such as requirements on equity and senior management; any field that does not fall within the negative list shall be administered under the principle of equal treatment to domestic and foreign investment.

Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2024 version) (《外商投資准入特別管理措施(負面清單)(2024年版)》) promulgated by the NDRC and the MOFCOM on September 6, 2024 and implemented on November 1, 2024, and the Catalog of Industries for Encouraged Foreign Investment (2022 version) (《鼓勵外商投資產業目錄(2022年版)》) promulgated by the MOFCOM and the NDRC on October 26, 2022 and implemented on January 1, 2023, the business activities we currently engage in do not fall within the scope of the negative list and are not subject to special administrative measures.

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Pursuant to the Measures for the Reporting of Foreign Investment Information (《外商投資資訊報告辦法》) promulgated by the MOFCOM and the SAMR On December 30, 2019 and implemented on January 1, 2020, for foreign investors carrying out investment activities directly or indirectly in China, the foreign investors or foreign-invested enterprises shall submit investment information to the commerce authorities.

Pursuant to the Measures for Security Review of Foreign Investments (《外商投資安全審查辦法》) promulgated by the NDRC and the MOFCOM on December 19, 2020 and implemented on January 18, 2021, the NDRC and the MOFCOM shall set up the Office of Working Mechanisms under the NDRC, which is responsible for the security review of foreign investments. The Measures for Security Review of Foreign Investment define foreign investment as direct or indirect investment by a foreign investor in China, which includes:

- (1) investing in a new domestic project or establishing a wholly foreign-owned company or a joint venture with a foreign investor;
- (2) acquiring the equity or assets of a domestic enterprise by way of merger or acquisition;
- (3) investing in the country by other means.

Investments in certain key areas related to national security, such as important cultural products and services, important information technology and Internet products and services, key technologies and other important areas related to national security, so as to obtain actual control of the invested enterprise, must be declared to the Office of the Working Mechanism prior to the making of the relevant investment.

## LAWS AND REGULATIONS RELATING TO GENERAL FOOD SAFETY

### Food Safety

On February 28, 2009, the SCNPC issued the Food Safety Law of the PRC (《中華人民共和國食品安全法》) (the “Food Safety Law”), which was last amended on September 12, 2025, and implemented on December 2, 2025. On October 11, 2019, the State Council promulgated the Implementing Regulations of the Food Safety Law of the PRC (2019 Revision) (《中華人民共和國食品安全法實施條例(2019修訂)》) (the “Implementing Regulations of the Food Safety Law”), which implemented on December 1, 2019. According to the Food Safety Law and the Implementing Regulations of the Food Safety Law, food producers and business operators shall, in accordance with laws, regulations and food safety standards, engage in production and business operation activities, establish a sound food safety management system, and take effective measures to prevent and control food safety risks, thus ensuring food safety.

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According to the Food Safety Law, supervision duties related to food safety shall be undertaken by the State Council and its relevant departments. The State Council shall establish a food safety committee. The food safety supervision and administration departments under the State Council shall exercise supervision and administration over food production and operation activities. The health administrative department under the State Council shall organize the implementation of risk monitoring and risk assessment of food safety and shall formulate and issue national food safety standards in concert with the food safety supervision and administration departments under the State Council. Food safety standards are mandatory standards. No mandatory food standards other than food safety standards shall be formulated. Other relevant departments under the State Council shall carry out relevant food safety work.

Furthermore, the state has established a whole-process food safety traceability system. According to the relevant laws and regulations above, food producers and operators shall establish a food safety traceability system to ensure the traceability of food products. The state encourages food producers and operators to adopt information technology to collect and retain production and operation information, and to establish food safety traceability systems. The food safety supervision and administration departments under the State Council shall establish a coordination mechanism for whole-process food safety traceability in collaboration with the agriculture administrative department and other related departments under the State Council.

### **Food Labeling Management**

According to the Food Safety Law, packaged food shall be labeled. The labels shall include the following items:

- (1) name, specification, net weight, and production date;
- (2) content or ingredient table;
- (3) name, address, and contact information of the producer;
- (4) best before date;
- (5) the standards code of the product;
- (6) storage conditions;
- (7) generic names of food additives used under the national standards;
- (8) the production license number;
- (9) other items that are required by laws, regulations and food safety standards.

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Major nutrition facts and contents shall be specified on the labels of staple foods and supplementary foods exclusively for infants and other designated groups. Where national food safety standards have otherwise provisions on label matters, those provisions shall prevail.

### Product Quality

According to the Product Quality Law of the PRC (《中華人民共和國產品品質法》) promulgated by the SCNPC on February 22, 1993 and amended on December 29, 2018, with immediate effect, producers shall:

- (1) be responsible for the quality of the products they produce;
- (2) not to produce products expressly phased out by state laws or decrees;
- (3) not to forge the place of origin, or forge or illegally use the name and address of another producer; not to forge or illegally use product quality marks, such as authentication marks; not to mix impurities or imitations into the products, or substitute a fake product for a genuine one, a defective product for a high-quality one, or pass off a substandard product as a qualified one in the production;
- (4) to ensure that, for products that are fragile, inflammable, explosive, toxic, corrosive or radioactive, products that should be kept upright during storage and transportation, or other products with special requirements, the packaging thereof must meet the corresponding requirements, and carry warning marks or warning notes to highlight the way of handling that calls for attention.

Where a defective product causes physical injury to a person or property damage, the aggrieved party may make a claim for compensation from the producer or the seller of the product. Producers and sellers of non-compliant products may be ordered to cease the production or sale of the products and could be subject to confiscation of the products and/or fines; earnings from sales in contravention of such standards or requirements, if any, may also be confiscated. Where the case is serious, business license shall be revoked. Where a criminal offense is constituted, the offenders will be pursued for criminal liabilities.

Pursuant to the Civil Code of the PRC (《中華人民共和國民法典》) (the "Civil Code"), promulgated by the NPC on May 28, 2020 and implemented on January 1, 2021, in the event of damages caused to other party due to product defect, the infringed party may seek compensation from the manufacturer of the products or from the seller of the products. When a product is manufactured or sold with full knowledge of its defects, or the person in charge fails to take effective remedial measures in accordance with the Civil Code, which cause death or serious damage to the health of others, the infringed party shall have the right to claim appropriate punitive damages. If damages to other persons are caused by defective products that are resulted from the fault of a third party such as the parties providing transportation or warehousing, the producers and the sellers of the products have the right to recover their respective losses from such third parties after making the necessary compensation.

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### Protection of Consumers' Rights and Interests

Pursuant to the Law on Protection of Consumers' Rights and Interests of the PRC (《中華人民共和國消費者權益保護法》) enacted by the NPCSC on October 31, 1993, which was amended on October 25, 2013 and implemented on March 15, 2014, operators shall ensure that the goods or services so provided meet the requirements for the protection of personal and property safety. Operators shall provide consumers with true and comprehensive information on the quality, performance, use and expiration date of goods or services, without make any false or misleading promotion. Violators may be subject to civil liability (such as refunding payments or compensating for losses) and administrative penalties (such as warnings, confiscation of illegal gains, fines, suspension of business operations for rectification, or revocation of business licenses), or criminal penalties if business operators commit crimes by infringing the legitimate rights and interests of customers.

According to the E-Commerce Law of the People's Republic of China (《中華人民共和國電子商務法》) implemented on January 1, 2019, e-commerce operators refer to natural persons, legal entities, and unincorporated organizations engaged in commercial activities involving the sale of goods or provision of services through the internet and other information networks. This includes e-commerce platform operators, merchants within platforms, and other e-commerce operators selling goods or providing services via self-built websites or other online services. E-commerce operators must adhere to the principles of voluntariness, equality, fairness, and good faith in their business operations, comply with laws and business ethics, participate fairly in market competition, fulfill obligations related to consumer rights protection, environmental protection, intellectual property protection, cybersecurity, and personal information protection, assume responsibility for product or service quality, and accept supervision from the government and the public.

The Supreme People's Court's Provisions on Several Issues Concerning the Application of Law in the Trial of Online Consumption Dispute Cases (I) 《最高人民法院關於審理網路消費糾紛案件適用法律若干問題的規定(一)》, implemented on March 15, 2022, stipulate that standard terms provided by e-commerce operators meeting certain conditions are invalid, and specify provisions regarding the determination of e-commerce liability subjects and civil liabilities in live-stream marketing.

The SAMR promulgated the Guiding Opinions of the State Administration for Market Regulation on Strengthening the Supervision and Regulation of Live Webcasting Marketing Activities (《市場監管總局關於加強網路直播行銷活動監管的指導意見》) on November 5, 2020. According to the guidance, commodity operators selling commodities or providing services through live webcasting shall be in compliance with relevant laws and regulations, and establish and implement a system for inspection and acceptance of incoming commodities. They shall not sell goods or services through webcasting that are prohibited from being produced or sold by laws and regulations; they shall not publish commercial advertisements through webcasting that are prohibited from being published in mass media by laws and regulations; and they shall not sell goods or services through webcasting that are prohibited from being traded on the internet.

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The Cyberspace Administration of China (the “CAC”), the SAT and the SAMR jointly issued Opinions on Further Regulating Profitable Behavior of Live Webcasting and Promoting Healthy Development of the Industry (《關於進一步規範網路直播營利行為促進行業健康發展的意見》) on March 25, 2022. The Notice puts forward some specific requirements for the relevant market entities of live webcasting services to further regulate the relevant behaviors and maintain the market order, indicating a gradual strengthening of the regulation of live webcasting and ecommerce platforms.

### LAWS AND REGULATIONS RELATING TO LAND

There are two kinds of ownership of the land in China, as defined in the Land Administration Law of the People’s Republic of China (《中華人民共和國土地管理法》) (the “Land Administration Law”) which was promulgated by the SCNPC on June 25, 1986, last amended on August 26, 2019, and became effective on January 1, 2020. Downtown area land in cities shall belong to the state. Rural and suburbs land shall be collectively owned by farmers, unless the laws stipulate otherwise; homestead and reserved land and hilly land reserved for private use shall be collectively owned by farmers.

#### Land Use Rights

According to the Land Administration Law, the PRC applies a system of control over the purposes of use of land, including land for agriculture, land for construction and unused land. All units and individuals shall use land in strict compliance with the purposes of use defined in the overall plans for land utilization. Registration of the ownership and the right to the use of land shall be governed by the laws and administrative regulations relating to real estate registration and the legally registered ownership and right to the use of land shall be protected by law and may not be infringed upon by any entities or individuals.

Under the Interim Regulations on Assignment and Transfer of the Rights to the Use of the State-Owned Urban Land (2020 Revision) (《城鎮國有土地使用權出讓和轉讓暫行條例(2020修訂)》) promulgated and implemented by the State Council on November 29, 2020, a system of assignment and transfer of the right to use state-owned land was adopted. A land user shall pay land premiums to the state as consideration for the assignment of the right to use a land site within a certain term, and the land user who obtained the right to use the land may transfer, lease out, mortgage, or otherwise commercially exploit the land within the term of use. The local land administration authority may enter into an assignment contract with the land user for the assignment of land use rights. The land user is required to pay the land premium as provided in the assignment contract. After the full payment of the land premium, the land user must register with the land administration authority and obtain a land use rights certificate that evidences the acquisition of land use rights.

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Pursuant to the Interim Regulations on Real Estate Registration (《不動產登記暫行條例》) promulgated by the State Council on November 24, 2014, amended on March 10, 2024, and implemented on May 1, 2024, and the Implementing Rules of the Interim Regulations on Real Estate Registration (《不動產登記暫行條例實施細則》) promulgated by the Ministry of Natural Resources on January 1, 2016 and amended on May 9, 2024, the state implements a uniform real estate registration system.

### **Land Used for Agricultural Facilities**

According to the Notice of the Ministry of Natural Resources and the Ministry of Agriculture and Rural Affairs on Relevant Issues Concerning the Administration of Land Used for Agriculture Facilities (《自然資源部、農業農村部關於設施農業用地管理有關問題的通知》), which became effective on December 17, 2019, land used for agricultural facilities in nature are different from land used for non-agricultural construction project and are treated and administered as agricultural land. Land used for agricultural facilities includes facility land directly used for crop cultivation in agricultural production and livestock and poultry breeding and aquaculture. The government departments in charge of natural resources and agricultural and rural affairs at municipal and county levels shall be responsible for the routine management of land for facilities agriculture. The government departments in charge of natural resources and agricultural and rural affairs at national and provincial levels shall be responsible for the supervision of land for facilities agriculture through various technical means. Land used for agricultural facilities shall be filed for record with township governments by the rural collective economic organization or operator, and the township governments shall regularly collect and hand over the information to the natural resources governmental authority at the county level. Where replenishment of permanent basic farmland is involved, approval from the competent county-level natural resources authority must be obtained before construction commences. The government departments in charge of natural resources and agricultural and rural affairs at municipal and county levels in each province shall formulate specific implementation measures and report them to the Ministry of Natural Resources for filing.

### **State-owned Land**

Enterprises that wish to use state-owned land shall get it by means such as grant, allocation and lease. The most common mean is for the enterprise to enter into state-owned land grant contract and pay for the land premium.

In certain circumstance, enterprise can also lease the state-owned land. According to the Opinions on Standardizing State-owned Land Lease (《規範國有土地租賃若干意見》) effective on July 27, 1999, land users can conclude a lease contract with local land authorities and pay for the lease.

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### Collectively Owned Land by Farmers

According to the Land Administration Law, land collectively owned by peasants which belongs to village peasants collectively in accordance with the law shall be operated and managed by the village collective economic organization or village committee.

According to the Land Contract in Rural Areas of the PRC (《中華人民共和國農村土地承包法》) (the “Rural Land Contracting Law”) promulgated by the SCNPC on August 29, 2002, amended on December 29, 2018, and implemented on January 1, 2019, China applies the contractual management system in respect of land in rural areas. Contractors of rural land can be members of the economic collective that owns or uses the relevant land, or enterprises and individuals outside the economic collective. The contracting term for arable land shall be 30 years, for grassland shall be between 30 to 50 years, and for forestland shall be between 30 to 70 years.

According to the Rural Land Contracting Law, the decision to contract the rural land to an enterprise or individual that is not a member of the economic collective which owns the land must be made in accordance with relevant procedures, which require the approval by at least two-thirds of the members of the economic collective or two-thirds of the representatives for members of the economic collective, and the approval by the competent government at the township level.

### Circulation of Rural Land

The Rural Land Contracting Law also provide that a contractor of rural land may circulate its right to operate the contracted land through subcontracting, leasing or other means. The circulation of the land operation right shall comply with, among other things, the following principles:

- (1) such transfer must be based on voluntary negotiation between the contractor and the transferee;
- (2) such transfer must not alter the nature of the ownership or agricultural usage of the contracted land;
- (3) the term of transfer may not exceed the remainder of the contracting term;
- (4) the transferee must be capable of conducting agricultural production activities;
- (5) members of the same economic collective shall enjoy priority in obtaining the right to operate the contracted land under same conditions.

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According to the Measures for the Administration of the Circulation of the Rural Land Operation Right (《農村土地經營權流轉管理辦法》) (the “Measures for the Circulation of Land Operation Right”) promulgated by the Ministry of Agriculture and Rural Affairs (the “MARA”) on January 26, 2021 and implemented on March 1, 2021, a contractor that entrusts a third party to circulate the contracted land, shall present an power of attorney. Without this power of attorney, no one has the right to decide the circulation of a contracted rural land. The circulation of contracted land shall report to the contract-issuing party and local government at the township level for record. A transferee that re-circulate the land circulated by a contractor shall be subject to the consent of original contractor. The Measures for the Circulation of Land Operation Right further requires government at the township level to establish examination system for the circulation of land operation right to enterprises.

### LAWS AND REGULATIONS RELATING TO REAL ESTATE

Pursuant to the Law of the People’s Republic of China on the Administration of the Urban Real Estate (《中華人民共和國城市房地產管理法》) promulgated by the SCNPC on July 5, 1994 and amended on August 26, 2019 and implemented on January 1, 2020, in the lease of a house, the lessor and lessee are required to enter into a written lease contract, containing such provisions as the leasing term, use of the premises, rental and repair liabilities, and other rights and obligations of parties thereto, and shall register the lease contract with the department of housing administration for the record.

Pursuant to the Administrative Measures for Commodity Housing Leasing (《商品房屋租賃管理辦法》) issued by the Ministry of Housing and Urban-Rural Development on December 1, 2010 and implemented on February 1, 2011, the parties concerned to a housing lease shall go through the housing lease registration formalities with the competent construction (real estate) departments of the municipalities directly under the central government, cities and counties where the housing is located within 30 days after the housing lease contract is signed. If it violates the regulations, the competent construction (real estate) departments of the municipalities directly under the central government, cities or counties shall order the party to make corrections within a prescribed time limit; and shall impose a fine below RMB1,000 on individuals who fail to rectify within the specified time limit, and a fine between RMB1,000 and RMB10,000 on entities which fail to rectify within the specified time limit.

### LAWS AND REGULATIONS RELATING TO CONSTRUCTION PROJECTS

#### Construction Land Planning Permit

Pursuant to the Urban and Rural Planning Law of the PRC (《中華人民共和國城鄉規劃法》) (the “Urban and Rural Planning Law”) promulgated by the SCNPC on October 28, 2007 and amended and implemented on April 23, 2019, state-owned land use rights acquired through transfer or allocation must obtain a construction land planning permit.

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### Construction Project Planning Permit

According to the Urban and Rural Planning Law, if the construction of buildings, structures, roads, pipelines and other projects is carried out in the planned area of a city or a town, the construction entity or individual shall apply to the competent authority of urban and rural planning of the people’s government of the city or county or the people’s government of the town as determined by the people’s government of the province, autonomous region or municipality directly under the Central Government for a construction project planning permit.

### Construction Project Construction Permit

According to the Construction Law of the PRC (《中華人民共和國建築法》) promulgated by the SCNPC on November 1, 1997, amended and implemented on April 23, 2019, prior to the commencement of construction work, the construction entity shall apply to the competent construction administrative authority of the people’s government at or above the county level where the project is located for a construction permit in accordance with the relevant provisions of the State, except for small-scale projects under the quota as determined by the construction administrative authority under the State Council. The construction unit shall commence construction within three months from the date of obtaining the construction permit. If commencement cannot be made within the stipulated period for any reason, an extension shall be applied for from the issuing authority. If construction neither commences nor an extension is applied for, or if the extended period is exceeded, the construction permit shall be automatically revoked.

### Completion Acceptance of Construction Project

According to the Administrative Measures on the Filing of Acceptance Inspection upon Completion of House Construction 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 Ministry of Housing and Urban-Rural Development on October 19, 2009, construction projects may only be put into use after passing the acceptance inspection. The construction unit shall file the project with the construction administrative department of the county-level or higher local people’s government where the project is located within 15 days from the date of passing the completion acceptance inspection.

## LAWS AND REGULATIONS RELATING TO THE PRODUCTION AND SALE OF DAIRY PRODUCTS

### Food Production Licensing

According to the Administrative Measures of Food Production Licensing (《食品生產許可管理辦法》) promulgated by the SAMR on January 2, 2020 and implemented on March 1, 2020, entities that engage in food production activities within the territory of PRC shall obtain the food production license. The food production licensing is subject to the “one entity, one license” principle, that is to engage in food production activities, one food producer shall obtain one food production license.

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Food producers shall display their original food operation licenses prominently at their sites of production. Where the licensed items specified in the food production license need to be changed, the food producer shall, within 10 business days after the changes take place, file an application for such change with the market regulatory authority which originally issued the license. If the production site of the food producer is relocated, the food production licensing shall be reapplied.

### **Food Operation Licensing**

According to the Measures for the Administration of Food Operation Licensing and Record-filing (《食品經營許可和備案管理辦法》) promulgated by the SAMR On June 15, 2023, and implemented on December 1, 2023. Anyone that plans to engage in food sales and provide catering services within the territory of the PRC shall obtain a food operation permit in accordance with the law. The date on which the decision on licensing is made shall be the date of issuance of the food operation license, and the license is valid for five years.

Food operators shall hang or place their food operation license originals or display their electronic ones in prominent places of their operation sites. If the information indicated on the food operation license change, the food operator shall, within ten working days after the change, apply to the department for market regulation which originally issued the license for alteration of the operation license. If a food operator relocates its operation site, and engages in food operation in a site other than the original operation site, it shall apply for a food operation license again.

Units engaged solely in the sale of prepackaged food must register with the local market supervision and administration department at or above the county level. Any operator who only sells pre-packaged food shall file to the local administration for market regulation at or above the county level. Food operators who only sell pre-packaged food and, after completing the filing, intend to engage in additional food operation activities that shall obtain food operation, they shall obtain food operation license in accordance with the law. The filing shall automatically become invalid as of the date on which the food operation license is obtained. A food operator which has obtained a food operation license is not required to file for additional business of selling prepackaged food separately.

### **Fresh Milk Production and Procurement**

According to the Administrative Measures for Fresh Milk Production and Procurement (《生鮮乳生產收購管理辦法》), which was promulgated by the former MOA (now MARA) and became effective on November 7, 2008, the production, purchase, storage, transportation and sale of fresh milk shall conform to the national quality safety standards for dairy products. Entities or individuals engaged in the dairy animal breeding shall not add animal-derived ingredients (excluding milk and dairy products) into animal feeds, feed additives or veterinary drugs, nor shall they add any substances that are directly or potentially harmful to human beings or animals. Dairy production enterprises, dairy animal breeders, specialized dairy production cooperatives for farmers who wish to open fresh milk purchase stations shall meet

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the statutory conditions and apply to the administrative department for animal husbandry and veterinary medicine under the people's government at the county level where they are located for a raw fresh milk purchase license.

### **Quality of Dairy Products**

According to the Regulations on Supervision and Administration of Quality Safety of Dairy Products (《乳品質量安全監督管理條例》), which was promulgated on October 9, 2008 by the State Council and became effective on the same day, dairy animal breeders, raw milk purchasers, dairy products production enterprises and sellers are the primary responsible persons who shall assume responsibility for the quality safety of the dairy products which they produce, purchase, transport and sell. The addition of any substances during the production, collection, storage, transportation, or sale of raw milk is prohibited. The addition of non-edible chemical substances or other substances which may be harmful to human health during the production process of dairy products is prohibited.

On June 3, 2018, the State Council issued the Circular on Promoting the Revitalization of Dairy Industry and Ensuring the Quality and Safety of Dairy Products, which made comprehensive planning for accelerated revitalization of the dairy industry, the guarantee of quality and safety of dairy products, the enhancement of public confidence in domestically produced dairy products, and the increased competitiveness of the dairy sector.

### **Infant Formula Product Formula Registration**

According to the Administrative Measures for the Registration of Product Formulas of Infant Formula promulgated on June 6, 2016, and amended and implemented on December 1, 2025, infant formula product formulas produced, sold, or imported within China must be approved and registered by the State Administration for Market Regulation. When a single enterprise applies to register two or more product formulas for the same age group, the formulas must exhibit significant differences and be scientifically substantiated. Each enterprise shall not exceed three formula series and nine product formulas in principle. Each formula series includes infant formula (0-6 months, Stage 1), follow-on formula (6-12 months, Stage 2), and toddler formula (12-36 months, Stage 3). The parent company of an enterprise group or its holding subsidiary that has obtained infant formula product formula registration certificates and production permits may use infant formula product formulas already registered by other holding subsidiaries within the same enterprise group or by the parent company of the enterprise group. The registration certificate for infant formula product formulations is valid for five years. During the validity period of the registration certificate, if the applicant needs to change any information specified in the certificate or its attachments, they shall submit an application for registration changes to the State Administration for Market Regulation.

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### **Registration Certification of Formula Food for Special Medical Purpose**

According to the Food Safety Law, the PRC implements strict supervision and administration for special categories of foods such as healthcare food, special formula foods for medical purposes and infant formula. Formula foods for special medical purposes shall be registered with the food safety regulatory authority of the State Council. At the time of registration, the following materials shall be submitted: product formula, production process, label, instructions, and documentation demonstrating the product’s safety, nutritional adequacy, and clinical efficacy for special medical purposes.

According to the Measures for the Administration of the Registration of Formula Food for Special Medical Use promulgated by the State Administration for Market Regulation on March 7, 2016, amended on November 28, 2023, and effective as of January 1, 2024, the production, sale, and import of foods for special medical purposes within the territory of the People’s Republic of China must be approved and registered by the State Administration for Market Regulation.

Applicants for registration of formulae for special medical purposes shall possess research and development capabilities, production capacity, and testing capabilities commensurate with the formulae for special medical purposes they produce. They shall establish dedicated research and development institutions for such formulae and implement a production quality management system aligned with Good Manufacturing Practice (GMP) requirements appropriate to the formulae produced. Each batch of finished products shall undergo batch-by-batch inspection in accordance with the items specified by relevant laws, regulations, national food safety standards, and technical requirements.

### **LAWS AND REGULATIONS RELATING TO LIVESTOCK AND POULTRY FARMING**

#### **Filing of Livestock and Poultry Breeding Farms**

According to the Animal Husbandry Law of PRC (《中華人民共和國畜牧法》) (the “Animal Husbandry Law”) promulgated by the NPCSC on December 29, 2005, amended on October 30, 2022 and implemented on March 1, 2023, the state regulated the production and business operations of animal husbandry, ensured the quality and safety of livestock and poultry products, protected and reasonably utilizing the genetic resources of livestock and poultry, cultivated and promoting good varieties of livestock and poultry, promoted the revitalization of livestock and poultry seed industry, safeguarded the legitimate rights and interests of livestock production operators, guarded against public health risks, and promoted the development of animal husbandry in high quality. The founder of livestock and poultry breeding farms shall submit the name of the livestock and poultry breeding farms, the address, the strains of the livestock and poultry as well as the scale of breeding to the competent agricultural and rural authorities of the people’s government at the county level where the livestock or poultry farm is located for the record, and obtain labels and code for the livestock and poultry.

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Detailed rules concerning the identification of livestock and poultry and the management of breeding records are governed by the Administrative Measures for Animal Identification and Aquaculture File (《畜禽標識和養殖檔案管理辦法》), which was promulgated on June 26, 2006 by the former MOA (now MARA) and implemented on July 1, 2006.

### **Permit for the Production and Business Operation of Breeding Livestock and Poultry**

Pursuant to the Animal Husbandry Law, to engage in the production and business operation of breeding livestock and poultry or in the production of young commercial livestock and poultry, an entity or individual shall obtain a permit for the production and business operation of breeding livestock and poultry.

To apply for a permit for the production and business operation of breeding livestock and poultry, an applicant shall meet the following conditions:

- (1) The breeding livestock and poultry for production and business operations shall fall within the species or genetic improvement system as examined and approved or appraised by the National Commission for Livestock and Poultry Genetic Resources, or shall fall within the species or genetic improvement system as imported from abroad upon approval;
- (2) Having the stockbreeding and veterinary technicians that can meet the needs of production and business operations;
- (3) Having the breeding facilities and equipment that can meet the needs of production and business operations;
- (4) Satisfying the livestock and poultry disease prevention conditions as described in the laws, administrative regulations, as well as the provisions of the competent agricultural and rural authorities of the State Council;
- (5) Having a sound quality management and breeding record system; and
- (6) Satisfying other conditions as described in the laws and administrative regulations.

### **Water Resources**

Pursuant to the Water Law of the People's Republic of China (《中華人民共和國水法》) promulgated on January 21, 1988 and revised and implemented on July 2, 2016, the Regulations on the Administration of the License for Water Drawing and the Levy of Water Resource Fees (《取水許可和水資源費徵收管理條例》) promulgated on February 21, 2006 and revised and implemented on March 1, 2017, and the Measures for the Administration of Water Abstraction Licensing (《取水許可管理辦法》) promulgated on April 9, 2008 and revised and implemented on December 22, 2017, water abstraction refers to the direct extraction or use of water resources from rivers, lakes or underground sources through water

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abstraction projects or facilities. Except for certain prescribed circumstances, any entity or individual that abstracts or uses water resources shall apply for and obtain a water abstraction permit and pay water resources fees. Only after the water abstraction application has been approved by the competent approval authority may the applicant construct water abstraction projects or facilities. The validity period of a water abstraction permit is generally five years and shall not exceed ten years at the longest. The amount of water resources fees payable is determined based on the water resources fee collection standards at the location of the water intake point and the actual volume of water abstracted. For water abstraction exceeding the approved plan, water resources fees shall be levied on a progressive basis for the excess portion.

### **LAWS AND REGULATIONS RELATING TO ENVIRONMENTAL PROTECTION AND SAFETY**

#### **Environmental Protection**

Pursuant to the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》) promulgated by the SCNPC on December 26, 1989, revised on April 24, 2014 and implemented on January 1, 2015, the Ministry of Ecology and Environment is authorized to promulgate national environmental quality standards and pollutant discharge standards and to supervise environmental protection work nationwide. Meanwhile, local environmental protection authorities may formulate local standards that are more stringent than the national standards. Accordingly, relevant enterprises must comply with both national standards and applicable local standards.

#### **Environmental Impact Assessment**

Pursuant to the Regulations on the Administration of Construction Project Environmental Protection (《建設項目環境保護管理條例》) promulgated by the State Council on November 29, 1998, revised on July 16, 2017 and implemented on October 1, 2017, a construction entity shall, depending on the degree of environmental impact of the construction project, submit an environmental impact report, an environmental impact report form, or complete an environmental impact registration form. For construction projects that are required by law to prepare an environmental impact report or an environmental impact report form, the construction entity shall submit such environmental impact report or environmental impact report form to the competent environmental protection administrative authority for approval prior to commencement of construction. Where the environmental impact assessment documents have not been reviewed by the approval authority in accordance with the law, or have been reviewed but not approved, the construction entity shall not commence construction. Pursuant to the Law of the People's Republic of China on Appraising of Environment Impacts (《中華人民共和國環境影響評價法》) promulgated by the NPCSC on October 28, 2002, revised and implemented on December 29, 2018, where a construction project may have an impact on the environment, the construction entity shall, depending on the degree of environmental impact of the project, prepare an environmental impact report, an environmental impact report form, or complete an environmental impact registration form.

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### Completion Acceptance

The Interim Measures for the Environmental Protection Acceptance upon Completion of Construction Projects (《建設項目竣工環境保護驗收暫行辦法》) promulgated and implemented by the former Ministry of Environmental Protection (now the Ministry of Ecology and Environment) on November 20, 2017 regulate the procedures and standards for construction entities to independently carry out environmental protection acceptance upon completion of construction projects.

### Fire Safety

Pursuant to the Fire Protection Law of the People's Republic of China (《中華人民共和國消防法》) promulgated by the NPCSC on April 29, 1998 and most recently revised and implemented on April 29, 2021, the fire protection design and construction of construction projects must comply with national fire protection technical standards for construction projects. Construction, design, construction, and project supervision entities shall, in accordance with the law, be responsible for the fire protection design and construction quality of construction projects. Construction projects that have not undergone statutory review or have failed such review shall not commence construction. Where a completed construction project has not passed a fire safety inspection or has failed to comply with fire safety requirements upon inspection, such project shall not be put into use or operation.

### Waste Discharge Management

Pursuant to the Catalogue for Classified Management of Pollutant Discharge Permits for Fixed Pollution Sources (2019 Edition) (《固定污染源排汙許可分類管理名錄(2019年版)》) promulgated and implemented by the Ministry of Ecology and Environment on December 20, 2019, the State implements key management, simplified management and registration-based management of pollutant discharge permits based on factors such as the volume of pollutants generated and discharged by enterprises, public institutions and other production and business operators, as well as the degree of impact on the environment. Pollutant discharge entities subject to registration-based management are not required to apply for pollutant discharge permits.

Pursuant to the Regulation on the Administration of Permitting of Pollutant Discharges (《排汙許可管理條例》) promulgated by the State Council on January 24, 2021 and implemented from March 1, 2021, a pollutant discharge entity shall be subject to the administration of permitting of pollutant discharges by classification according to the factors including the volume of pollutants generated, the volume of discharge, and the impact on the environment: (1) The pollutant discharge entity shall be subject to the key administration of permitting of pollutant discharges, in the case of a relatively considerable volume of pollutants generated, volume of discharge, or impact on the environment; (2) The pollutant discharge entity shall be subject to the simplified administration of permitting of pollutant discharges, in the case of a relatively marginal volume of pollutants generated, volume of discharge, and impact on the environment. Enterprises, public institutions and other production and business

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operators with very small volumes of pollutants generated and discharged and minimal environmental impact shall complete a pollutant discharge registration form and are not required to apply for pollutant discharge permits.

### 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》) promulgated on June 29, 2002, revised on June 10, 2021 and implemented on September 1, 2021, production and business operation entities shall establish, improve and implement a comprehensive responsibility system for work safety covering all employees, and establish work safety rules and regulations, increase investment in funds, materials, technology and personnel for work safety, and improve work safety conditions. Production and business operation entities shall provide work safety education and training to employees to ensure that employees possess the necessary knowledge of work safety, are familiar with relevant work safety rules and regulations and operating procedures, master the work safety operation skills for their respective positions, understand emergency response measures for accidents, and are aware of their rights and obligations with respect to work safety. Employees who have not passed work safety education and training shall not be allowed to take up their posts.

### REGULATIONS RELATING TO CYBERSECURITY, DATA SECURITY AND PERSONAL INFORMATION PROTECTION

Pursuant to the Cybersecurity Law of the People's Republic of China (《中華人民共和國網路安全法》) promulgated by the NPCSC on November 7, 2016, implemented on June 1, 2017, and revised on October 28, 2025 with effect from January 1, 2026, for the construction and operation of the network or the provision of services through the network, technical measures and other necessary measures shall be taken in accordance with the provisions of laws and regulations and the compulsory requirements of national standards to ensure the safe and stable operation of the network, effectively respond to cybersecurity incidents, prevent illegal criminal activities committed on the network, and maintain the integrity, confidentiality and availability of network data.

Pursuant to the Data Security Law of the People's Republic of China (《中華人民共和國數據安全法》) promulgated by the NPCSC on June 10, 2021 and implemented on September 1, 2021, the State establishes a data classification and grading protection system and implements classified and graded protection for data based on factors such as the importance of data to economic and social development. Entities engaging in data processing activities shall, in accordance with the provisions of laws and regulations, establish and improve end-to-end data security management systems, organize data security education and training, and adopt corresponding technical measures and other necessary measures to safeguard data security.

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The CAC, together with other Chinese regulatory authorities, promulgated the Measures for Cybersecurity Review (《網路安全審查辦法》) on December 28, 2021, which came into effect on February 15, 2022. Pursuant to such measures, where critical information infrastructure operators procure network products or services, or network platform operators carry out data processing activities that affect or may affect national security, they shall be subject to cybersecurity review.

Pursuant to the Regulation on Network Data Security Management (《網路數據安全管理條例》) promulgated by the State Council on September 24, 2024 and implemented on January 1, 2025, where network data processors conduct network data processing activities that affect or may affect national security, they shall undergo a national security review in accordance with relevant regulations. Where important data collected or generated by network data processors during their operations within the territory of the People's Republic of China is indeed required to be provided overseas, a data export security assessment organized by the national cyberspace administration authorities shall be conducted. Where network data processors identify and declare important data in accordance with relevant national regulations, but such data has not been notified by the relevant regions or departments or publicly released as important data, such data is not required to be submitted for data export security assessment as important data.

Pursuant to the Personal Information Protection Law of the People's Republic of China (《中華人民共和國個人資訊保護法》) promulgated by the NPCSC on August 20, 2021 and implemented on November 1, 2021, the scope of personal information and the methods for processing personal information are stipulated, rules governing the processing of personal information and the provision of personal information to overseas recipients are established, and the rights of individuals and the obligations of processors in personal information processing activities are clarified.

Pursuant to the Measures for the Security Assessment of Data Export (《數據出境安全評估辦法》) promulgated by the CAC on July 7, 2022 and implemented on September 1, 2022, where a data processor provides data overseas under any of the following circumstances, it shall apply for a data export security assessment with the national cyberspace administration authorities through the provincial-level cyberspace administration authorities at its place of operation:

- (I) where a data processor provides important data overseas;
- (II) where a critical information infrastructure operator or a data processor processing the personal information of more than one million individuals provides personal information overseas;

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- (III) where, since January 1 of the previous year, a data processor has cumulatively provided the personal information of more than 100,000 individuals or the sensitive personal information of more than 10,000 individuals overseas and provides personal information overseas; or
- (IV) other circumstances under which a data export security assessment is required as prescribed by the national cyberspace administration authorities.

The Ministry of Industry and Information Technology (the “MIIT”) promulgated the Measures for the Administration of Data Security in the Field of Industry and Information Technology (for Trial Implementation) (《工業和資訊化領域數據安全管理辦法(試行)》) on December 8, 2022, which came into effect on January 1, 2023. Such measures apply to data processing activities in the field of industry and information technology conducted within the territory of China and impose a series of data security protection obligations on data processors in this field, including the establishment of data security management systems covering the entire data lifecycle, the appointment of data security management personnel as required, and the filing of important data and core data processed by data processors.

Pursuant to the Provisions on Promoting and Regulating Cross-border Data Flow (《促進和規範數據跨境流動規定》) promulgated and implemented by the CAC on March 22, 2024, several exemptions are granted to data processors, under which they are exempt from applying for data export security assessments, obtaining personal information protection certification, or entering into standard contracts for the export of personal information.

## REGULATIONS RELATING TO INTELLECTUAL PROPERTY

### Trademarks

Pursuant to the Trademark Law of the People’s Republic of China (《中華人民共和國商標法》) promulgated by the NPCSC on August 23, 1982, revised on April 23, 2019 and implemented on November 1, 2019, the validity period of a registered trademark is ten years, commencing from the date of approval of registration. The registrant shall complete renewal formalities within twelve months prior to the expiration of the validity period. Where such formalities are not completed during such period, a grace period of six months may be granted. Where renewal formalities are not completed upon expiration, the registered trademark shall be canceled. Each renewal extends the validity period for ten years, commencing from the day following the expiration of the previous validity period of the trademark. Where renewal formalities are not completed upon expiration, the registered trademark shall be canceled. With respect to acts infringing upon the exclusive right to use a registered trademark, the administrative authorities for market regulation are entitled to investigate and handle such acts in accordance with the law; where a crime is suspected, the case shall be promptly transferred to the judicial authorities for handling.

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### Patents

Pursuant to the Patent Law of the People's Republic of China (《中華人民共和國專利法》) promulgated by the NPCSC on March 12, 1984, revised on October 17, 2020 and implemented on June 1, 2021, and the Rules for the Implementation of the Patent Law of the People's Republic of China (《中華人民共和國專利法實施細則》) promulgated by the State Council on June 15, 2001, revised on December 11, 2023 and implemented on January 20, 2024, the term of an invention patent right is twenty years, and the term of a utility model patent right is ten years. In addition, with effect from June 1, 2021, the term of a design patent right for which the application date is after June 1, 2021 has been extended to fifteen years, calculated from the application date.

### Copyrights

Pursuant to the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》) promulgated by the NPCSC on September 7, 1990, revised on November 11, 2020 and implemented on June 1, 2021, and the Regulation on the Implementation of the Copyright Law of the People's Republic of China (《中華人民共和國著作權法實施條例》) promulgated by the State Council on August 2, 2002, revised on January 30, 2013 and implemented on March 1, 2013, copyright owners enjoy various moral rights and property rights, including the right of publication, the right of authorship, the right of reproduction and the right of communication through information networks.

In order to further implement the Regulations on the Protection of Computer Software (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991, revised on January 30, 2013 and implemented on March 1, 2013, the National Copyright Administration promulgated the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) on April 6, 1992, which were revised and implemented on February 20, 2002. Chinese citizens, legal persons or other organizations enjoy copyright in the software they develop, regardless of whether such software has been published. Software copyright owners may apply for registration with software registration institutions designated by the copyright administrative authority of the State Council. The registration certificates issued by software registration institutions constitute preliminary evidence of the registered matters. The National Copyright Administration is responsible for the administration of software copyright registration nationwide and has designated the China Copyright Protection Center as the software registration institution.

### Domain Names

Pursuant to the Measures for the Administration of Internet Domain Names (《互聯網功能變數名稱管理辦法》) promulgated by the MIIT on August 24, 2017 and implemented on November 1, 2017, the establishment within the territory of China of domain name root servers and domain name root server operating institutions, domain name registry operators and domain name registration service providers shall be subject to licensing by the MIIT or the

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communications administration authorities of the relevant provinces, autonomous regions or municipalities directly under the Central Government in accordance with such measures. Domain name registration services are, in principle, conducted on a “first-come, first-served” basis.

### **Regulations Relating to Import and Export**

Pursuant to the Foreign Trade Law of the People’s Republic of China (《中華人民共和國對外貿易法》) promulgated by the NPCSC on May 12, 1994, revised and implemented on December 30, 2022, the State permits the free import and export of goods and technologies, except as otherwise provided by laws or administrative regulations.

Pursuant to the Customs Law of the People’s Republic of China (《中華人民共和國海關法》) promulgated by the NPCSC on January 22, 1987, revised and implemented on April 29, 2021, the General Administration of Customs of the People’s Republic of China is the State authority responsible for supervision and administration at entry and exit points. Customs exercises its various powers in accordance with relevant laws and administrative regulations. Consignees or consignors of imported or exported goods and customs declaration enterprises handling customs declaration formalities shall file records with Customs in accordance with the law. In addition, pursuant to the Provisions on the Recordation of Customs Declaration Entities of the People’s Republic of China (《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 on November 19, 2021 and implemented from January 1, 2022, where the consignee or consignor of imported or exported goods or a customs declaration enterprise applies for recordation, it shall obtain the qualification of market entities; particularly where the consignee or consignor of imported or exported goods applies for recordation, it shall be filed as a foreign trade business.

Pursuant to the Notice on Matters Concerning the Recordation of the Consignees and Consignors of Imported and Exported Goods (《關於進出口貨物收發貨人備案有關事宜的通知》) promulgated and implemented by the Department of Enterprise Management and Audit-Based Control of the General Administration of Customs on January 3, 2023, consignees and consignors of imported and exported goods applying for recordation are required to obtain market entity qualifications and are no longer required to obtain recordation as foreign trade operators.

## **REGULATIONS RELATING TO LABOR AND SOCIAL SECURITY**

### **Labor**

Pursuant to the Labor Law of the People’s Republic of China (《中華人民共和國勞動法》) promulgated by the NPCSC on July 5, 1994, revised and implemented on December 29, 2018, the Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法》) promulgated by the NPCSC on June 29, 2007, revised on December 28, 2012 and implemented on July 1, 2013, and the Regulation on the Implementation of the Employment Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法實施條例》)

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promulgated and implemented by the State Council on September 18, 2008, employers shall enter into written labor contracts with employees when establishing labor relationships. Wages paid shall not be lower than the applicable local minimum wage standards. Employers shall, in accordance with the law, establish and improve labor rules and regulations to safeguard employees' labor rights and ensure the performance of labor obligations.

### **Social Insurance**

Pursuant to the Social Insurance Law of the People's Republic of China (《中華人民共和國社會保險法》) promulgated by the NPCSC on October 28, 2010, revised and implemented on December 29, 2018, and the Interim Regulation on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999, revised and implemented on March 24, 2019, employers shall contribute social insurance premiums for their employees, including basic pension insurance, unemployment insurance, basic medical insurance, work-related injury insurance and maternity insurance. Where an employer fails to pay social insurance premiums in full and on time, the social insurance premium collection authority shall order it to make payment or rectify within a prescribed time limit, and a late payment surcharge at the rate of 0.05% per day shall be imposed from the date the payment becomes overdue. Where payment is still not made upon expiry of the prescribed time limit, the relevant administrative authorities may impose a fine ranging from one to three times the amount in arrears.

Pursuant to the Reform Plan for the Collection and Administration System of State and Local Taxes (《國稅地稅徵管體制改革方案》) jointly issued by the General Office of the CPC Central Committee and the General Office of the State Council (the "General Office of the State Council") on July 20, 2018, tax authorities have been responsible for the collection of social insurance premiums in China since January 1, 2019. According to the Notice Concerning the Safe and Orderly Collection and Administration of Social Insurance Premiums (《關於穩妥有序做好社會保險費徵管有關工作的通知》) issued by the State Taxation Administration on September 13, 2018, local authorities responsible for social insurance collection are not allowed to independently organize examinations or recovery of underpaid social insurance premiums for previous years. According to the Notice on Implementing Several Measures to Further Support and Serve the Development of Private Economy (《關於實施進一步支持和服務民營經濟發展若干措施的通知》) issued by the State Taxation Administration on November 16, 2018, tax authorities at all levels are prohibited from independently organizing the recovery of social insurance premiums in arrears from taxpayers, including private enterprises, for prior years. The Notice on Issuing the Comprehensive Plan for the Reduction of Social Insurance Premium Rate (《關於印發降低社會保險費率綜合方案的通知》) promulgated by the General Office of the State Council on April 1, 2019 also emphasizes that local authorities shall not independently organize the recovery of historical underpayments of social insurance premiums from enterprises.

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On July 31, 2025, the Supreme People's Court of China issued the Interpretation (II) on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《勞動爭議案件審判中法律適用問題的解釋(二)》), effective from September 1, 2025. Article 19(1) provides that any agreement between an employer and an employee, or any undertaking by an employee to the employer, not to pay social insurance contributions shall be deemed invalid by the people's court. Furthermore, if an employer fails to pay social insurance contributions in accordance with the law and the employee requests to terminate the labor contract and seeks economic compensation pursuant to Article 38(3) of the Labor Contract Law of the People's Republic of China, the people's court shall grant such request in accordance with the law.

### Housing Provident Fund

Pursuant to the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》) promulgated by the State Council on April 3, 1999, revised and implemented on March 24, 2019, employers shall register for housing provident fund contributions with the housing provident fund management center and, after approval by such center, complete the procedures for opening housing provident fund accounts for employees with the entrusted banks. Employers shall also make housing provident fund contributions for their employees in full and on time. Where an employer violates the foregoing provisions by failing to complete registration for housing provident fund contributions or failing to complete the procedures for opening housing provident fund accounts for its employees, the housing provident fund management center shall order it to rectify within a prescribed time limit; where the employer fails to do so within such time limit, a fine ranging from RMB10,000 to RMB50,000 may be imposed. Where an employer fails to make housing provident fund contributions on time or makes underpayments, the housing provident fund management center is entitled to order it to make the required contributions within a prescribed time limit; where the employer still fails to do so upon expiry of such time limit, the housing provident fund management center may apply to the People's Court for compulsory enforcement.

## REGULATIONS RELATING TO TAXATION

### Enterprise Income Tax

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) promulgated by the NPCSC on March 16, 2007, revised and implemented on December 29, 2018, and the Regulation on the Implementation of Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》) promulgated by the State Council on December 6, 2007, revised on December 6, 2024 and implemented on January 20, 2025, enterprises established within the territory of China in accordance with Chinese law, or enterprises established in accordance with foreign (regional) laws whose de facto management bodies are located within the territory of China, are deemed to be resident enterprises. Resident enterprises are subject to enterprise income tax at a rate of 25% on all income derived from sources within and outside China. The State grants preferential enterprise income tax treatment to industries and projects that are key to national support and encouragement. State-supported high and new technology enterprises may enjoy a preferential enterprise income tax rate of 15%. In addition, eligible small and low-profit enterprises are entitled to certain preferential tax treatment.

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Pursuant to the Announcement of the State Taxation Administration on Matters Concerning the Implementation of Preferential Income Tax Policies Supporting the Development of Small and Low-profit Enterprises and Individually-owned Businesses (《國家稅務總局關於落實支持小型微利企業和個體工商戶發展所得稅優惠政策有關事項的公告》) issued on April 7, 2021, for the period from January 1, 2021 to December 31, 2022, where the annual taxable income of a small and low-profit enterprise does not exceed RMB1 million, 12.50% of such income shall be included in its taxable income and subject to enterprise income tax at a rate of 20%. The arrangements under such announcement replaced the prior announcement issued on January 18, 2019. Pursuant to the Announcement on Income Tax Preferential Policies for Small and Micro Enterprises and Individually-owned Businesses (《關於小微企業和個體工商戶所得稅優惠政策的公告》) issued on March 26, 2023 (which has since expired) and the Announcement on Tax and Fee Policies to Further Support the Development of Small and Micro Enterprises and Individually-owned Businesses (《關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告》) promulgated on August 2, 2023, small and low-profit enterprises with annual taxable income of less than RMB1 million are entitled to a policy under which 25% of taxable income is taken as the taxable base and enterprise income tax is levied at a rate of 20%. Such policy has been extended through December 31, 2027.

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》), income derived from agricultural, forestry, animal husbandry, and fishery projects may be exempted from or subject to reduced enterprise income tax. Pursuant to the Implementation Regulations of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), income from livestock and poultry breeding is exempt from enterprise income tax.

Pursuant to the Announcement on Extending the Enterprise Income Tax Policy for Western Development (《關於延續西部大開發企業所得稅政策的公告》), issued on April 23, 2020, enterprises in encouraged industries located in western regions are subject to a reduced corporate income tax rate of 15%.

### **Value-added Tax**

Pursuant to the Interim Regulations of the People's Republic of China on Value-added Tax (《中華人民共和國增值稅暫行條例》) promulgated by the State Council on December 13, 1993, revised and implemented on November 19, 2017, and the Detailed Rules for the Implementation of the Interim Regulations of the People's Republic of China on Value-added Taxes (《中華人民共和國增值稅暫行條例實施細則》) promulgated by the MOF and the State Taxation Administration on December 25, 1993, revised on October 28, 2011 and implemented on November 1, 2011, any entity or individual engaging within the territory of China in the sale of goods, the provision of processing, repair or replacement services, the sale of services, intangible assets or immovable property, or the importation of goods, shall be subject to value-added tax. Unless otherwise provided under the foregoing regulations, the applicable value-added tax rate for the sale or importation of goods is generally 17%.

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Pursuant to the Notice on Adjusting VAT Rates (《關於調整增值稅稅率的通知》) promulgated by the MOF and the State Taxation Administration on April 4, 2018 and implemented on May 1, 2018, where a taxpayer conducts value-added-taxable sales or imports goods that were originally subject to the 17% or 11% tax rates, such rates were adjusted to 16% and 10%, respectively.

Pursuant to the Announcement on Policies Related to Deepening the Reform of the Value-added Tax (《關於深化增值稅改革有關政策的公告》) promulgated by the MOF, the State Taxation Administration and the General Administration of Customs on March 20, 2019 and implemented on April 1, 2019, where a taxpayer conducts value-added-taxable sales or imports goods that were originally subject to the 16% tax rate, such rate was adjusted to 13%; and where such activities were originally subject to the 10% tax rate, such rate was adjusted to 9%.

The Value-added Tax Law of the People's Republic of China (《中華人民共和國增值稅法》) was promulgated by the NPCSC on December 25, 2024 and will come into effect on January 1, 2026. Pursuant to the Value-added Tax Law of the People's Republic of China, the value-added tax rate applicable to general value-added tax taxpayers engaged in the sale of goods, provision of services, leasing of tangible movable property or importation of goods has been adjusted to 13%, while the value-added tax rate applicable to general value-added tax taxpayers engaged in transportation services, postal services, basic telecommunications services, construction services, leasing and sale of immovable property and the transfer of land use rights has been adjusted to 9%. Upon the implementation of the Value-added Tax Law of the People's Republic of China (i.e., January 1, 2026), the Interim Regulations of the People's Republic of China on Value-added Tax will be repealed concurrently.

Pursuant to the Interim Regulations of the People's Republic of China on Value-added Tax (《中華人民共和國增值稅暫行條例》), enterprises are exempt from VAT on self-produced agricultural products. The Notice on Exempting Feed Products from VAT specifies that bulk feed, mixed feed, compound feed, compound premix, and concentrated feed are exempt from VAT. Additionally, the Notice on Exempting Certain Live Meat and Egg Products from VAT in Circulation (《關於免徵部分鮮活肉蛋產品流通環節增值稅政策的通知》) exempts these products from VAT and related surcharges during distribution.

### **Dividend Withholding Income Tax**

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) promulgated by the NPCSC on September 10, 1980, revised on August 31, 2018 and implemented on January 1, 2019, and the Regulation on the Implementation of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》) promulgated by the State Council on January 28, 1994, revised on December 18, 2018 and implemented on January 1, 2019, dividends distributed by Chinese enterprises are subject to individual income tax at a uniform rate of 20%. With respect to non-China-resident foreign individuals who receive dividends from Chinese enterprises, unless otherwise provided by the competent finance and taxation authorities of the State

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Council, such dividends are generally subject to individual income tax at a rate of 20%. Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), the enterprise income tax rate is 25%. Where a non-resident enterprise has not established an institution or place of business within the territory of China, or where it has established such an institution or place of business but the income obtained has no actual connection with such institution or place of business, enterprise income tax shall be levied on income sourced within the territory of China, generally at a rate of 10%. Such enterprise income tax payable by non-resident enterprises shall be subject to withholding at source, with the payer acting as the withholding agent. The tax shall be withheld by the withholding agent from the payment or the amount payable at each payment or when the payment becomes due.

Pursuant to the Notice of the State Taxation Administration on Issues Concerning the Withholding and Payment of Enterprise Income Tax on Dividends Distributed by Chinese Resident Enterprises to Overseas H-share Non-resident Enterprise Shareholders (《國家稅務總局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》) promulgated and implemented on November 6, 2008, where Chinese resident enterprises distribute dividends for 2008 and subsequent years to overseas H-share non-resident enterprise shareholders, enterprise income tax shall be uniformly withheld and paid at a rate of 10%.

Pursuant to the Arrangement between the Mainland of China and Hong Kong Special Administrative Region on the Avoidance of Double Taxation and 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》) signed and implemented by the State Taxation Administration and the Government of the Hong Kong Special Administrative Region on August 21, 2006, the Mainland government may levy tax on dividends paid by Chinese resident enterprises to Hong Kong residents (including natural persons and legal entities), provided that such tax shall not exceed 10% of the gross amount of dividends payable by the Chinese resident enterprises, unless the relevant Hong Kong resident directly holds 25% or more of the equity interest in a Chinese resident enterprise, in which case such tax shall not exceed 5% of the gross amount of dividends payable by such Chinese resident enterprise.

## REGULATIONS RELATING TO FOREIGN EXCHANGE

Pursuant to the Regulations of the People's Republic of China on Foreign Exchange Administration (《中華人民共和國外匯管理條例》) promulgated by the State Council on January 29, 1996 and amended on August 5, 2008, foreign exchange expenditures under current account items shall, in accordance with the administrative provisions of the foreign exchange authority of the State Council on foreign exchange payments and purchases, be made either with the entity's own foreign exchange upon presentation of valid supporting documents or by purchasing foreign exchange from financial institutions engaged in foreign exchange settlement and sale. Domestic institutions and domestic individuals making direct investments overseas or engaging in the issuance or trading of overseas securities and derivative products

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shall complete registration in accordance with the provisions of the foreign exchange authority of the State Council. Where prior approval or filing with the relevant competent authorities is required by the State, such approval or filing procedures shall be completed prior to foreign exchange registration.

Pursuant to the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment (《關於進一步改進和調整直接投資外匯管理政策的通知》) (SAFE Circular 59) promulgated by the SAFE on November 19, 2012 and amended on December 30, 2019, approval by the SAFE is no longer required for the opening of foreign exchange accounts or the deposit of foreign exchange funds into accounts related to direct investment. SAFE Circular 59 also simplifies the foreign exchange-related registration required for foreign investors to acquire equity interests in Chinese companies and further improves the administration of foreign exchange settlement for foreign-invested enterprises.

Pursuant to the Provisions on the Foreign Exchange Administration of Domestic Direct Investment of Foreign Investors (《外國投資者境內直接投資外匯管理規定》) promulgated by the SAFE on May 10, 2013, the administration by the SAFE or its local branches over foreign investors' direct investment within China shall be conducted through registration, and banks shall handle foreign exchange business related to direct investment within China on the basis of the registration data provided by the SAFE and its branches.

Pursuant to the Notice of the State Administration of Foreign Exchange on Issues concerning Foreign Exchange Control Pertaining to Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》) promulgated and implemented by the SAFE on December 26, 2014, domestic enterprises shall complete overseas listing registration with the local foreign exchange authority at their place of registration within 15 working days after completion of the overseas issuance. Funds raised by domestic companies from overseas listings may be remitted back to corresponding domestic dedicated accounts or retained in overseas dedicated accounts, and the use of such funds shall be consistent with the relevant information set out in the prospectus and other publicly disclosed documents.

Pursuant to the Notice of the State Administration of Foreign Exchange on Further Simplifying and Improving Foreign Exchange Administration Policies for 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》) (SAFE Circular 13) promulgated on February 13, 2015 and implemented on June 1, 2015, the administrative approval requirements for foreign exchange registration under domestic direct investment and overseas direct investment were abolished, and foreign exchange-related registration procedures were simplified. Under SAFE Circular 13, investors shall complete domestic direct investment and overseas direct investment registration with banks.

Pursuant to the Circular on Reforming the Management Approach regarding the Settlement of Foreign Capital of Foreign-invested Enterprise (《關於改革外商投資企業外匯資本金結匯管理方式的通知》) (SAFE Circular 19) promulgated on March 30, 2015 and amended on March 23, 2023, foreign-invested enterprises may, based on their actual operational needs, conduct settlement with banks of the portion of foreign exchange funds in

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their capital accounts corresponding to monetary capital contributions that have been confirmed by the relevant foreign exchange authorities (or for which banks have completed the registration of monetary capital contributions). Under SAFE Circular 19, the provisional ratio for voluntary foreign exchange settlement of capital funds of foreign-invested enterprises is 100%; the use of capital funds of foreign-invested enterprises shall comply with the principles of authenticity and self-use and remain within the enterprises' approved business scope; where general foreign-invested enterprises use settled funds to make domestic equity investments, the invested enterprises shall first complete domestic reinvestment registration with the foreign exchange authority or bank at their place of registration and open the corresponding settlement pending payment account.

Pursuant to the Circular on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《關於改革和規範資本項目結匯管理政策的通知》) (SAFE Circular 16) promulgated on June 9, 2016 and amended on December 4, 2023, enterprises registered in China may, at their discretion, convert foreign debts from foreign currencies into Renminbi. SAFE Circular 16 also provides a unified standard for voluntary foreign exchange settlement under capital account items (including but not limited to foreign exchange capital and foreign debt), which applies to all enterprises registered in China.

Pursuant to the Notice on Further Facilitating Cross-Border Trade and Investment (《關於進一步促進跨境貿易投資便利化的通知》) promulgated by the SAFE on October 23, 2019 and amended on December 4, 2023, non-investment foreign-invested enterprises are permitted, within their approved business scope, and subject to compliance with applicable laws and regulations on foreign investment and the authenticity and compliance of the domestic investment projects, to make domestic equity investments using their capital funds in accordance with law. In addition, the Notice provides that qualified enterprises in pilot areas are allowed, when using capital account proceeds such as registered capital, foreign debt and overseas listings for domestic payments, to do so without providing transaction-by-transaction authenticity supporting materials to banks in advance. Transactions conducted within the PRC must be settled in Renminbi. Foreign exchange proceeds received by PRC companies may be repatriated to the PRC or retained overseas in accordance with the requirements and terms prescribed by the SAFE.

Pursuant to the Circular on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《關於優化外匯管理支援涉外業務發展的通知》) (SAFE Circular 8) promulgated and implemented by the SAFE on April 10, 2020, eligible enterprises may, on the premise that the use of funds is authentic and compliant and in accordance with the prevailing regulations on the administration of the use of capital account proceeds, use capital funds, offshore borrowings and capital account proceeds from overseas listings for domestic payments without providing banks with authenticity supporting materials for each transaction in advance. The handling banks shall conduct ex post spot checks in accordance with the relevant provisions.

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Pursuant to the Notice of the State Administration of Foreign Exchange on Further Deepening Reforming to Facilitate Cross-border Trade and Investment (《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》) promulgated and implemented on December 4, 2023, foreign exchange funds raised by domestic enterprises from overseas listings may be directly remitted into capital account settlement accounts, and the funds in such capital account settlement accounts may be settled and used at the enterprises’ discretion.

Pursuant to the Guidelines for the Foreign Exchange Business under the Capital Account (2024) (《資本項目外匯業務指引(2024年版)》) promulgated on April 3, 2024 and implemented on May 6, 2024, in principle, funds raised by domestic companies from overseas listings shall be timely repatriated to the PRC and may be repatriated in Renminbi or foreign currencies. The use of such funds shall be consistent with the relevant information set out in publicly disclosed documents, including the prospectus or offering circular for corporate bonds, shareholders’ circulars, and resolutions of the board of directors or the shareholders’ meeting. Where domestic companies use funds raised from overseas listings to conduct overseas direct investment, overseas securities investment, offshore lending or other activities, such activities shall comply with the relevant foreign exchange administration regulations.

### REGULATIONS RELATING TO OVERSEAS INVESTMENT

Pursuant to the Measures for the Administration of Overseas Investment (《境外投資管理辦法》) promulgated by the Ministry of Commerce on September 6, 2014 and implemented on October 6, 2014, the Ministry of Commerce and the commerce authorities at the provincial level implement, respectively, record-filing administration and approval administration depending on the different circumstances of enterprises’ overseas investments. Overseas investments by enterprises involving sensitive countries and regions or sensitive industries are subject to approval administration, while overseas investments in other circumstances are subject to record-filing administration.

Pursuant to the Measures for the Administration of Overseas Investment of Enterprises (《企業境外投資管理辦法》) promulgated by the National Development and Reform Commission on December 26, 2017 and implemented on March 1, 2018, domestic enterprises (or investment entities) conducting overseas investment shall perform the relevant procedures for approval or record-filing of overseas investment projects, report relevant information, and cooperate with supervision and inspection. The scope subject to approval administration covers sensitive projects directly carried out by investment entities or through overseas enterprises under their control, including projects involving sensitive countries and regions. The scope subject to record-filing administration covers non-sensitive projects directly carried out by investment entities, namely non-sensitive projects involving the direct contribution of assets or equity, or the provision of financing or guarantees by the investment entities.

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### REGULATIONS RELATING TO OVERSEAS LISTING FILING

Pursuant to the Securities Law of the People's Republic of China (《中華人民共和國證券法》) promulgated by the NPCSC on December 29, 1998, amended on December 28, 2019 and implemented on March 1, 2020, where domestic enterprises directly or indirectly issue securities overseas or list their securities overseas, they shall comply with the relevant provisions of the State Council; where shares of domestic companies are subscribed for and traded in foreign currencies, the specific measures shall be separately formulated by the State Council. The CSRC is the securities regulatory authority established by the State Council, responsible for supervising and administering the securities market in accordance with law, maintaining market order and safeguarding the lawful operation of the market. At present, the overseas issuance of securities and overseas listing by domestic enterprises in the PRC are primarily regulated by the regulations and rules promulgated by the State Council and the CSRC.

Pursuant to the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and the supporting guidelines promulgated by the CSRC on February 17, 2023 and implemented on March 31, 2023, domestic enterprises that directly or indirectly issue securities overseas or list their securities for trading overseas shall file with the CSRC within three working days after submitting the offering and listing application documents overseas. No overseas offering and listing shall be conducted under any of the following circumstances:

- (I) Financing through listing is expressly prohibited by laws, administrative regulations or relevant rules of the state;
- (II) The overseas offering and listing may endanger national security as determined by the relevant competent department under the State Council after examination according to the law;
- (III) A domestic enterprise or its controlling shareholder or actual controller has committed a criminal crime of corruption, bribery, embezzlement, misappropriation of property or disrupting the economic order of the socialist market in the last three years;
- (IV) A domestic enterprise is under formal investigation according to the law for being suspected of any crime or major violation of laws and regulations, but no clear conclusions have been made;
- (V) There is a major dispute over ownership of the equity held by the controlling shareholder or a shareholder controlled by the controlling shareholder or the actual controller.

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Pursuant to the Provisions on Strengthening the Confidentiality and Archives Administration Concerning the 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》) promulgated by the CSRC, the MOF, the National Administration of State Secrets Protection and the National Archives Administration on February 24, 2023 and implemented on March 31, 2023, domestic enterprises shall establish confidentiality and archives management systems when offering and listing securities on overseas markets. Domestic enterprises include domestic joint stock companies that directly issue and list overseas, as well as domestic operating entities of indirectly overseas-listed issuers.

### Full Circulation of H Shares

“Full Circulation” refers to the listing and trading on a stock exchange of domestic unlisted shares of H-share listed companies, including domestic unlisted shares held by domestic shareholders prior to overseas listing, domestic unlisted shares newly issued in the PRC after overseas listing, and domestic unlisted shares held by foreign shareholders. On November 14, 2019, the CSRC issued the Guidelines on Application for “Full Circulation” 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 Guidelines”), which were partially amended on August 10, 2023 in accordance with the Decision on Revising and Abolishing Part of Securities and Futures Policy Documents by CSRC (《中國證券監督管理委員會關於修改、廢止部分證券期貨制度檔的決定》).

Pursuant to the Full Circulation Guidelines, subject to compliance with relevant laws and regulations as well as policies relating to the administration of state-owned assets, foreign investment and industry regulation, holders of domestic unlisted shares may independently negotiate and determine the number and proportion of shares to be circulated, and entrust the relevant H-share listed company to submit the filing for such full circulation application. An H-share listed company applying for full circulation shall submit its application to the CSRC in accordance with the administrative licensing procedures under the Overseas Listing Trial Measures (《境外上市試行辦法》).

On December 31, 2019, China Securities Depository and Clearing Corporation Limited (“CSDC”) and the Shenzhen Stock Exchange jointly promulgated the Measures for Implementation of H-share “Full Circulation” Business (《H股“全流通”業務實施細則》) (“Measures for Implementation”). The Measures for Implementation apply to relevant businesses involved in H-share full circulation, including cross-border re-registration, custody and maintenance of holding details, transmission of trading entrustments and instructions, clearing and settlement, management of settlement participants, and nominee services.

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On September 20, 2024, CSDC Shenzhen Branch promulgated, and amended and implemented in June 2025, the H-Share “Full Circulation” Business Guide for CSDC Shenzhen Branch (《中國證券登記結算有限責任公司深圳分公司H股「全流通」業務指南》), which apply to various stages including business preparation, cross-border share transfer registration and overseas centralized custody, initial and subsequent maintenance of domestic shareholding details, corporate actions, clearing, settlement and risk management measures. On the same day, China Securities Depository and Clearing (Hong Kong) Company Limited promulgated the H-Share “Full Circulation” Business Guide for China Securities Depository and Clearing (Hong Kong) Company Limited (《中國證券登記結算(香港)有限公司H股「全流通」業務指南》), which apply to share custody, agency services, clearing and settlement arrangements, and risk management, among others.