
REGULATORY OVERVIEW

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This section sets out a summary of the major relevant laws, regulations, rules and policies which may have a material impact on our business.

APPLICABLE LAWS AND REGULATIONS TO OUR BUSINESS IN THE PRC

Our operations in the PRC are subject to a comprehensive regulatory framework, encompassing numerous laws, regulations, and rules that govern various aspects of our business. This section outlines the primary legal provisions applicable to our activities in the PRC.

Regulations Relating to Inland River Cruises

Pursuant to the Tourism Law of the PRC (《中華人民共和國旅遊法》) (the “**Tourism Law**”), enacted by the Standing Committee of the National People’s Congress (the “**SCNPC**”) on June 29, 2013, effective January 1, 2014, and most recently revised on October 26, 2018, tourism activities conducted within the PRC — including sightseeing, vacations, and leisure, as well as outbound tourism organized from the PRC — must comply with its provisions. For example, charges for facilities such as scenic areas and transportation are subject to government-prescribed or government-guided pricing. In addition, tourism operators are required to ensure that the goods and services they provide comply with applicable standards to protect the personal safety and property of tourists.

The Measures for the Safety Management of Inland Waterway Tourism Operations in Jiangsu Province (《江蘇省內河水上遊覽經營活動安全管理辦法》), issued by the People’s Government of Jiangsu Province on February 28, 2017, and effective June 1, 2017, define inland waterway tourism operations to include sightseeing, leisure, and competitive activities conducted with vessels or floating devices (collectively, “**vessels**”) in rivers, lakes, reservoirs, tidal flats, wetlands, parks, and scenic areas. The tourism administration department is responsible for the overall coordination and supervision of water tourism safety. The transportation administration department and local maritime authorities are responsible for supervising and managing water traffic safety in inland navigable waters under their jurisdiction (excluding the Yangtze River) and for maintaining safety filing records for water tourism operations in non-navigable waters.

Tourism operators shall register with the competent industrial and commercial authority and obtain the requisite business license or operational authorization for water tourism activities in accordance with law. For operations in non-navigable waters, operators must file with the local maritime authority, at least 15 days prior to commencement, the project approval documents, descriptions of the activities, and the relevant statutory registration and inspection materials for vessels and their crew. Any subsequent changes to the filed information must be updated with the authority within 15 days.

Regulations Relating to Vessel and Crew Management

Pursuant to the Regulations of the PRC on Ship Registration (《中華人民共和國船舶登記條例》), promulgated by the State Council on June 2, 1994, and revised on July 29, 2014, together with the Measures of the PRC on Ship Registration (《中華人民共和國船舶登記辦法》), issued by the Ministry of Transport on December 13, 2016, and effective February 10, 2017, vessels owned by enterprise legal entities incorporated under PRC law with their principal place of business in the PRC must be registered. A vessel may fly the national flag of the PRC only after completing statutory registration and obtaining PRC nationality. Crew members serving in positions requiring certification on Chinese-flagged vessels must hold valid certificates of competency issued by the relevant PRC authorities. The Maritime Safety Administration under the Ministry of Transport is responsible for administering national ship registration.

Pursuant to the Regulations of the PRC on Seamen (《中華人民共和國船員條例》) (the “**Seamen Regulations**”), promulgated by the State Council on April 14, 2007, effective September 1, 2007, and most recently revised on July 20, 2023, seamen must obtain the relevant certificate of competency as required under the Seamen Regulations. Seamen engaged in navigation or engineering must undergo

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competency and specialized training, obtain the qualifications necessary for their positions, and maintain satisfactory performance and safety records. Seamen serving on international navigation vessels applying for a certificate of competency must also pass the foreign language proficiency test prescribed by the Seamen Regulations. Seamen and their employers are required to participate in work injury, health, pension, unemployment, and other social insurance programs as mandated under PRC law, and must make timely payment of all insurance premiums. In addition to statutory holidays, seamen are entitled to annual leave of no less than five days for every two months worked aboard a vessel. During such leave, employers must pay remuneration not less than the seamen’s average wages earned while on duty.

Pursuant to the Measures for the Safety Management of Inland Waterway Sightseeing Business Activities (《江蘇省內河水上遊覽經營活動安全管理辦法》), promulgated by the People’s Government of Jiangsu Province on February 28, 2017, and effective June 1, 2017, sightseeing vessels must be registered and inspected in accordance with law and obtain the requisite certificates. Crew members and other vessel operators must hold the qualifications required under national regulations and must strictly comply with operational procedures. Vessels may embark and disembark passengers only at designated docks or berthing facilities. In the event of an emergency necessitating passenger embarkation or disembarkation at other locations, operators must ensure passenger safety.

Regulations Relating to Special Equipment

Pursuant to the Special Equipment Safety Law of the PRC (《中華人民共和國特種設備安全法》), promulgated by the SCNPC on June 29, 2013, and effective January 1, 2014, together with the Special Equipment Catalogue (《特種設備目錄》), promulgated and amended on January 19, 2004, and October 30, 2014, respectively, “special equipment” includes boilers, large-scale amusement devices, and non-road motor vehicles, as well as other equipment designated under applicable laws and regulations. “Non-road motor vehicles” are specialized vehicles designed for use in specific areas such as tourist attractions and amusement facilities, excluding those used for road traffic or agricultural purposes, as defined in the Regulations on Safety Supervision of Special Equipment (《特種設備安全監察條例》), promulgated by the State Council on March 11, 2003, and amended on January 24, 2009.

Owners or operators of special equipment must apply for registration with the competent safety authority within 30 days before or after using the equipment and obtain a Registration Certificate for Special Equipment, which must be displayed in a conspicuous location on the equipment. Non-compliance with these requirements may result in administrative or legal liability.

Operators engaged in the installation, repair, maintenance, or operation of special equipment must obtain Special Equipment Operator Certificates issued by the competent authority. Special equipment is subject to periodic inspections, and owners or operators must timely apply for inspections to the competent authority and renew the relevant safety inspection qualification marks.

Regulations Relating to Commercial Performances

Pursuant to the Regulation on the Administration of Commercial Performances (《營業性演出管理條例》), promulgated by the State Council on July 7, 2005, and most recently revised on November 29, 2020, foreign investors may establish performance brokerage institutions within the PRC in accordance with law. To engage in commercial performance activities, such institutions must (i) employ at least three qualified full-time performance brokers, (ii) demonstrate sufficient financial resources to support their operations, and (iii) submit an application to the provincial, autonomous regional, or municipal cultural administrative department. The department must render a decision within 20 days, and if approved, issue a License for Commercial Performances. It is strictly prohibited to forge, alter, rent, lend, or sell such licenses, approval documents, or business licenses. Institutions conducting unauthorized commercial performance activities are subject to penalties including closure, confiscation of performance equipment and illegal proceeds, and fines of eight to ten times the illegal proceeds. If there are no illegal proceeds, or if such proceeds are less than RMB10,000, a fine of RMB50,000 to RMB100,000 will be imposed.

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On August 28, 2009, the former Ministry of Culture of the PRC (now the Ministry of Culture and Tourism) issued the Detailed Rules for Implementation of the Regulation on the Administration of Commercial Performances (《營業性演出管理條例實施細則》), which were last amended on May 13, 2022. These rules define a “commercial performance” as a live artistic performance conducted for the public with the intent of generating profits, including through ticket sales, sponsorship, remuneration to performers, or use for advertising or product promotion.

Regulations Relating to Food Safety

Our “Boat + Dining” services such as Yangzhou-style breakfast tea dining experience shall be governed by PRC regulations relating to food safety.

Pursuant to the Food Safety Law of the PRC (《中華人民共和國食品安全法》), promulgated by the SCNPC on February 28, 2009, and most recently amended on September 12, 2025, effective December 1, 2025, together with the Regulation on the Implementation of the Food Safety Law of the PRC (《中華人民共和國食品安全法實施條例》), promulgated by the State Council on July 20, 2009, and last revised on October 11, 2019, the PRC has established a system for food safety risk monitoring, supervision, and assessment, and has mandated the adoption of national food safety standards. Business operators engaged in food production, sales, or catering services are required to obtain permits in accordance with applicable laws and regulations. Violations may result in civil liability and administrative penalties. In serious cases, criminal penalties may also be imposed.

Pursuant to the Measures for the Administration of Food Distribution Licensing and Recordation (《食品經營許可和備案管理辦法》), promulgated by the State Administration for Market Regulation (the “SAMR”) on June 15, 2023, and effective December 1, 2023, entities engaged in food sales or catering services in the PRC, except as otherwise provided, must obtain a food business license valid for five years. Applications for a food business license are categorized based on the type and scope of operations. Food business operators must display the original or electronic license prominently at their business premises. Where there are changes to the licensed matters stated in the food business license, operators must apply for changes with the original licensing authority within 10 business days. Engaging in food business activities without a valid license will result in penalties in accordance with the Food Safety Law of the PRC.

Regulations Relating to Consumer Protection

The Law of the PRC on the Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》), promulgated by the SCNPC on October 31, 1993, and last amended on October 25, 2013, effective March 15, 2014, sets forth the obligations of business operators and the rights of consumers. Business operators must ensure the quality, functionality, intended use, and validity period of the goods or services they provide when consumed under normal conditions. Consumers whose rights are infringed by the purchase of goods or acceptance of services via online platforms may seek compensation from sellers or service providers. Online platform operators may also be held liable if consumers’ lawful rights are infringed and the platform fails to provide authentic contact information of the relevant sellers or service providers.

Regulations Relating to Personal Information Protection

Pursuant to the Decision of the SCNPC on Strengthening Information Protection on Networks (《全國人民代表大會常務委員會關於加強網絡信息保護的決定》) adopted on December 28, 2012, the state protects electronic information that identifies individual citizens and relates to their personal privacy. Network service providers and other entities collecting or using electronic personal information in business activities must adhere to the principles of legality, reasonableness, and necessity, clearly inform data subjects of the purpose, scope, and means of collection and use, and obtain their consent. They must not collect or use personal information in violation of law or contrary to the agreed terms; they must keep such information confidential, and may not disclose, alter, damage, sell, or unlawfully provide it to others. They are also required to implement necessary technical and organizational

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measures to ensure data security and to take immediate remedial action in the event of, or risk of, data leakage, damage, or loss. No organization or individual may unlawfully obtain or sell citizens’ personal information.

On December 29, 2011, the Ministry of Industry and Information Technology of the PRC (the “MIIT”) issued the Several Provisions on Regulating the Market Order of Internet Information Services (《規範互聯網信息服務市場秩序若干規定》), effective March 15, 2012. These provisions prohibit internet information service providers from collecting or disclosing users’ personal information without consent. Providers must expressly inform users of the method, scope, and purpose of collection and processing, and may collect only the information necessary to provide their services. They must ensure proper maintenance of user data and, in the event of an actual or potential data breach, must take immediate remedial measures and report to the telecommunications authority in serious cases.

On July 16, 2013, the MIIT promulgated the Provisions on Protection of Personal Information of Telecommunications and Internet Users (《電信和互聯網用戶個人信息保護規定》), effective September 1, 2013. These provisions regulate the collection, use, and security of personal information such as name, date of birth, ID number, address, phone number, account number, and passwords, which may identify users individually or in combination with other data.

On May 28, 2020, the National People’s Congress (the “NPC”) adopted the Civil Code of the PRC (《中華人民共和國民法典》), effective January 1, 2021, which provides that personal information of natural persons is protected by law. Organizations and individuals may obtain others’ personal information only lawfully and when necessary, must ensure its security, and may not unlawfully collect, use, process, transmit, buy, sell, or disclose such information.

The Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), initially promulgated by the SCNPC on November 7, 2016 and effective June 1, 2017, with the revised version promulgated on October 28, 2025 and effective January 1, 2026, mandates that network operators must adopt necessary measures to secure personal information, and comply with principles of lawfulness, legitimacy and necessity in collecting and using personal information with the consent of data subjects.

The Data Security Law of the PRC (《中華人民共和國數據安全法》), promulgated by the SCNPC on June 10, 2021, and effective September 1, 2021, requires business operators engaged in data processing activities to establish sound data security management systems and sets forth legal liabilities for failure to fulfill data protection obligations.

The Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》), promulgated by the SCNPC on August 20, 2021, and effective November 1, 2021, establishes comprehensive requirements for personal information protection. These include lawful bases for collection and processing, data localization and cross-border transfer rules, requirements for consent, and stricter rules for sensitive personal information. It also grants individuals the right to opt out of personalized recommendations or targeted marketing, or to be provided with a non-targeted alternative.

The Regulations on Network Data Security Management (《網絡數據安全管理條例》), promulgated by the State Council on September 24, 2024, and effective January 1, 2025, further specify detailed rules for the protection of personal information in network data processing activities.

On July 7, 2022, the CAC issued the Measures for the Security Assessment of Outbound Data Transfer (《數據出境安全評估辦法》), effective September 1, 2022, which establish the security assessment system for outbound transfer of important data and personal information in specified circumstances.

On February 22, 2023, the Cyberspace Administration of China (the “CAC”) issued the Measures for the Standard Contract for Outbound Cross-Border Transfer of Personal Information (《個人信息出境標準合同辦法》), effective June 1, 2023, which set out circumstances where personal information processors may transfer data abroad by entering into a standard contract and prescribe detailed compliance requirements.

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On March 22, 2024, the CAC issued the Provisions on Promoting and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》), effective on the date of issuance, which further unify and optimize the rules for outbound data transfer, clarify applicable scenarios for security assessment, standard contract and personal information protection certification, and set out exemptions and streamlined arrangements for cross-border data flows.

On February 12, 2025, the CAC issued the Administrative Measures for Compliance Auditing of Personal Information Protection (《個人信息保護合規審計管理辦法》), effective May 1, 2025. These measures define “personal information protection compliance audits” as the review and evaluation of whether personal information processing activities comply with laws and administrative regulations. Processors handling the personal information of more than 10 million individuals must conduct compliance audits at least once every two years.

Regulations Relating to Land and Property

Pursuant to the Civil Code of the PRC, the creation, modification, transfer, or extinguishment of real property rights becomes effective only upon registration in accordance with law; absent registration, such rights are ineffective unless otherwise provided by law.

Pursuant to the Administration of Urban Real Estate Law of the PRC (《中華人民共和國城市房地產管理法》), promulgated by the SCNPC on July 5, 1994, and last amended on August 26, 2019, effective January 1, 2020, a written lease contract must be entered into between the lessor and lessee for property leasing. Such contracts must be filed with the real estate administration department for registration and record.

The Administrative Measures for Commercial House Leasing (《商品房屋租賃管理辦法》), promulgated by the Ministry of Housing and Urban-Rural Development on December 1, 2010, and effective February 1, 2011, establish detailed rules for commercial leasing. Properties may not be leased under the following circumstances: (i) where the property constitutes an illegal structure; (ii) where the property fails to meet mandatory construction safety standards; (iii) where the property use has been altered in violation of regulations; or (iv) in other circumstances prohibited by law or regulation. Lessor and lessee must register and file the lease with the competent local authority within 30 days of execution. Failure to comply with registration and filing requirements may result in fines ranging from RMB1,000 to RMB10,000, if not rectified within the prescribed period.

Lease contracts must also comply with the Civil Code. Pursuant to the Civil Code, a lease contract generally includes the name, quantity, and purpose of the leased property, lease term, rent and payment terms, and provisions for maintenance. Owners of immovable or movable property are entitled to possess, use, benefit from, and dispose of such property in accordance with law. With the consent of the lessor, a lessee may sublease the leased premises to a third party. Where subleasing occurs, the original lease remains valid. However, if the lessee subleases the premises without the lessor’s consent, the lessor may terminate the lease. Furthermore, if ownership of the leased premises changes during the lease term, the validity of the lease contract remains unaffected.

Regulations Relating to Labour Protection

Labour Law

Pursuant to (i) the Labour Law of the PRC (《中華人民共和國勞動法》), effective January 1, 1995, and last amended on December 29, 2018, (ii) the Labour Contract Law of the PRC (《中華人民共和國勞動合同法》), effective January 1, 2008, and last amended on December 28, 2012, effective July 1, 2013, and (iii) the Regulations on the Implementation of the Labour Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》), promulgated and effective September 18, 2008, employers must enter into written labour contracts with their employees, and wages must not be lower than the applicable local minimum wage. Employers must also establish occupational health and safety systems, provide training

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to prevent workplace hazards, and protect employees’ rights. When recruiting, employers must inform employees of job duties, working conditions, workplace location, occupational hazards, safety measures, and compensation.

Social Security Law

Pursuant to (i) the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), effective July 1, 2011, and last amended on December 29, 2018, (ii) the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》), promulgated on January 22, 1999, and revised on March 24, 2019, (iii) the Provisional Measures on Maternity Insurance of Enterprise Employees (《企業職工生育保險試行辦法》), promulgated December 14, 1994, effective January 1, 1995, (iv) the Regulations on Unemployment Insurance (《失業保險條例》), promulgated and effective January 22, 1999, and (v) the Regulations on Work-Related Injury Insurance (《工傷保險條例》), effective January 1, 2004, and amended December 20, 2010, effective January 1, 2011, employers are required to contribute to social insurance funds for employees, including basic pension, medical, maternity, unemployment, and work-related injury insurance. Pursuant to the Regulations on the Management of Housing Provident Fund (《住房公積金管理條例》), promulgated April 3, 1999, and last amended on March 24, 2019, employers must open housing provident fund accounts for employees with the competent authority and make the required contributions.

The Interpretation (II) by the Supreme People’s Court of the PRC of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), was promulgated on July 31, 2025 and came into effect on September 1, 2025, specifically addresses disputes in the field of social insurance, providing that if the employer and the employee agree or the employee promises to the employer that the employer does not need to pay social insurance premiums, the court shall determine that the relevant agreement or commitment is invalid. The employee may terminate the labor contract based on this Interpretation and request the employer to pay economic compensation, and the court should support this in accordance with the relevant laws and regulations.

Regulations Relating to Taxation

Enterprise Income Tax

Pursuant to (i) the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (the “**PRC EIT Law**”), promulgated by the NPC on March 16, 2007, effective January 1, 2008, and last amended on December 29, 2018, and (ii) the Implementation Regulations on the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) (the “**PRC EIT Rules**”), promulgated by the State Council on December 6, 2007, effective January 1, 2008, and last revised on December 6, 2024, the standard enterprise income tax rate for both domestic and foreign-invested enterprises is 25%. Under the PRC EIT Law and Rules, enterprises are categorized as “resident enterprises” or “non-resident enterprises.” Enterprises incorporated outside the PRC but with their “de facto management bodies” located in the PRC are considered resident enterprises and are subject to the 25% tax rate on worldwide income. A “de facto management body” is defined as the body that exercises substantive management and control over an enterprise’s operations, personnel, accounts, and assets. Dividends, bonuses, and other equity investment income distributed between qualified resident enterprises are exempt from income tax, except where shares of publicly listed resident enterprises have been held for less than 12 months. Non-resident enterprises are those incorporated outside the PRC with no de facto management bodies in the PRC but with income sourced from the PRC, or with an establishment or place of business in the PRC.

Under the PRC EIT Rules, a 10% withholding tax is generally imposed on dividends paid to non-resident enterprise investors without an establishment in the PRC or unconnected to one. Pursuant to the Notice on Several Issues Concerning the Implementation of Dividend Clauses in Tax Treaties (《國家稅務總局關於執行稅收協定股息條款有關問題的通知》), promulgated by the State Administration of

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Taxation (the “**SAT**”) on February 20, 2009, withholding tax on dividends may be reduced under an applicable tax treaty if the non-resident enterprise investor is determined by the competent PRC tax authority to meet the relevant conditions.

Value-Added Tax

The Value Added Tax Law of the PRC (《中華人民共和國增值稅法》) (the “**VAT Law**”), promulgated by the SCNPC on December 25, 2024, was effective on January 1, 2026 and replace the Provisional Regulations of the PRC on Value Added Tax (《中華人民共和國增值稅暫行條例》). The Detailed Rules for the Implementation of the Provisional Regulations of the PRC on Value-Added Tax (《中華人民共和國增值稅暫行條例實施細則》), promulgated by the Ministry of Finance and the SAT on December 15, 2008, and subsequently amended on October 28, 2011, became effective on November 1, 2011 (together with the VAT Law, the “**VAT Regulations**”). Pursuant to the VAT Regulations, all enterprises and individuals engaged in the sale of goods, provision of processing, repair, and replacement services, or importation of goods within the PRC are subject to VAT. For general VAT taxpayers selling or importing goods not otherwise specified in the VAT Regulations, the applicable VAT rate is 17%.

Regulations Relating to Company and Foreign Investment

Company Law

The establishment, operation, and governance of corporate entities in the PRC are regulated by the Company Law of the PRC (《中華人民共和國公司法》) (the “**Company Law**”), promulgated by the SCNPC on December 29, 1993, effective July 1, 1994, and most recently amended on December 29, 2023, effective July 1, 2024. The Company Law governs two types of companies: limited liability companies and joint stock limited companies. Shareholders of a limited liability company are liable to the company to the extent of their capital contributions, while shareholders of a joint stock limited company are liable to the extent of the shares they have subscribed for. The Company Law also applies to foreign-invested companies unless other laws on foreign investment provide otherwise.

Foreign Investment Law

On January 1, 2020, the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the “**FIL**”) and the Regulations on the Implementation of the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) became effective, replacing the three prior laws governing foreign investment in China: the Sino-Foreign Equity Joint Venture Law (《中華人民共和國中外合資經營企業法》), the Sino-Foreign Cooperative Joint Venture Law (《中華人民共和國中外合作經營企業法》), and the Wholly Foreign-Invested Enterprise Law (《中華人民共和國外資企業法》), together with their implementing regulations and ancillary provisions. The FIL defines foreign investment and establishes the framework for its promotion, protection, and regulation.

On December 30, 2019, the Ministry of Commerce (the “**MOFCOM**”) and the SAMR jointly promulgated the Measures for Reporting of Information on Foreign Investment (《外商投資信息報告辦法》), effective January 1, 2020, requiring foreign investors establishing foreign-invested enterprises, or acquiring equity in domestic enterprises, to submit an initial or amended report through the Enterprise Registration System.

Pursuant to the FIL, the PRC has adopted a national treatment regime incorporating a “negative list” approach for foreign investment administration. The negative list, issued and amended from time to time with approval of the State Council, sets forth industries in which foreign investment is prohibited or restricted. Investment in prohibited industries is not permitted, while investment in restricted industries is subject to conditions specified in the list. Foreign investments in industries not included in the negative list are treated on an equal basis with domestic investments.

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The Special Administrative Measures (Negative List) for the Access of Foreign Investment (2024 Version) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “**Negative List**”), promulgated by NDRC and MOFCOM on September 6, 2024, and effective November 1, 2024, replaced the previous 2021 version of the Negative List. And The Catalog of Industries for Encouraging Foreign Investment (2025 Version) (《鼓勵外商投資產業目錄(2025年版)》), promulgated on December 25, 2025, effective February 1, 2026, replaced the 2022 version of the catalogs. These documents identify encouraged, restricted, and prohibited industries. Industries not listed in the Negative List are subject to equal treatment for domestic and foreign investment. As of the Latest Practicable Date, our business does not fall within the scope of the Negative List and is not subject to special management measures.

Regulations Relating to Intellectual Property

Copyright

The PRC Copyright Law (《中華人民共和國著作權法》) (the “**Copyright Law**”), promulgated by the SCNPC on September 7, 1990, effective June 1, 1991, and most recently amended on November 11, 2020, effective June 1, 2021, together with its implementing regulations, constitutes the principal legal framework governing copyright protection in the PRC. The Copyright Law provides that Chinese citizens, legal persons, or other organizations shall enjoy copyright in their works, whether published or not. “Works” under the Copyright Law are defined as original intellectual achievements in the fields of literature, art, and science that can be expressed in a tangible form, including but not limited to written works, oral works, and computer software.

Trademark

The PRC Trademark Law (《中華人民共和國商標法》) (the “**Trademark Law**”), promulgated by the SCNPC on August 23, 1982, effective March 1, 1983, and most recently amended on April 23, 2019, effective November 1, 2019, together with the implementation rules of the PRC Trademark Law (《中華人民共和國商標法實施條例》) promulgated by the State Council on August 3, 2002, effective September 15, 2002, and amended on April 29, 2014, effective May 1, 2014, provides the principal framework for trademark protection. Registered trademarks are protected under the Trademark Law and related regulations. The Trademark Office of the China National Intellectual Property Administration administers registrations and grants a protection term of ten years commencing from the registration date. Where an application is filed for a trademark identical or similar to one already registered or preliminarily approved for use in the same or similar category of goods or services, the application may be rejected. Trademark registrations are renewable for successive ten-year terms, commencing the day after the expiry of the preceding term, unless revoked or not timely renewed.

Domain Name

The Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》), promulgated by the MIIT on August 24, 2017, and effective November 1, 2017, assign MIIT responsibility for managing PRC internet domain names. The system adopts the “first-to-file” principle. Domain name registrars must require applicants to provide authentic, accurate, and complete identity information and must verify the authenticity and completeness of the registration information.

Regulations Relating to Overseas Securities Offering and Listing of Domestic Companies

On February 17, 2023, the China Securities Regulatory Commission (the “**CSRC**”) issued the Administrative Trial Implementation Measures for the Filing of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and the Notice on Administrative Filing Arrangements Concerning Overseas Offering and Listing by Domestic Companies (《關於境內企業境外發行上市備案管理安排的通知》) (collectively, the “**Overseas Listing Trial Measures**”). Effective March 31, 2023, the Overseas Listing Trial Measures require that indirect

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overseas offerings and listings by PRC domestic companies be subject to a CSRC filing. These measures reform and improve the regulatory regime governing overseas offerings and listings, covering both direct and indirect structures.

Under the Overseas Listing Trial Measures, “indirect overseas offering and listing” refers to overseas offerings and listings based on shares, assets, receivables, or similar interests of PRC domestic companies. In determining whether an offering constitutes an indirect overseas listing, the principle of substance over form applies. An issuer is deemed to be a domestic company applying for an indirect overseas offering and listing, and therefore subject to the CSRC filing, if both of the following conditions are met: (i) revenue, total profit, total assets, or net assets derived from PRC domestic companies account for more than 50% of the audited revenue, total profit, total assets, or net assets of the issuer on a consolidated basis in the most recent fiscal year; and (ii) the core business activities are conducted, or the principal place of business is located, in China, or the majority of senior management responsible for operations are PRC citizens or domiciled in China.

Where an issuer submits an application for an initial public offering in an overseas market, it must file with the CSRC within three business days following such submission. Issuers that had submitted overseas listing applications prior to March 31, 2023, but had not received approval from the relevant overseas regulatory authority or stock exchange, are required to complete the CSRC filing before their overseas offering and listing.

Regulations Relating to Dividend Distribution

Pursuant to the Foreign Investment Law, foreign investors may remit their capital contributions, profits, capital gains, proceeds from asset disposals, intellectual property licensing fees, lawfully obtained compensation, indemnities, or liquidation proceeds into or out of China, in Renminbi or foreign currencies, in accordance with applicable PRC laws.

Furthermore, under the Company Law, companies incorporated in the PRC must allocate 10% of their after-tax profits, calculated in accordance with PRC Accounting Standards, to statutory reserve funds on an annual basis. Such allocation may cease once the aggregate statutory reserves reach 50% of the company’s registered capital. However, statutory reserves may not be distributed as cash dividends.

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) (the “**Arrangement**”), signed on August 21, 2006, the PRC government may levy tax on dividends paid by PRC companies to Hong Kong residents (including individuals and entities), provided that such tax does not exceed 10% of the gross dividend amount. Where a Hong Kong resident directly holds at least 25% of the capital of the PRC company, is the beneficial owner of the dividends, and satisfies other conditions, the tax rate shall not exceed 5% of the gross dividend amount.

The SAT issued the Fifth Protocol to the Arrangement (《國家稅務總局關於〈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〉第五議定書》), which took effect on December 6, 2019. The protocol provides that preferential tax rates do not apply where obtaining such benefits is one of the principal purposes of the relevant arrangement or transaction.

In addition, pursuant to the Measures for Non-Resident Taxpayers’ Enjoyment of Treaty Benefits (《非居民納稅人享受協定待遇管理辦法》), promulgated by the SAT on October 14, 2019, and effective January 1, 2020, non-resident taxpayers claiming treaty benefits must adopt a “self-assessment, declaration-based enjoyment, and documentary retention” mechanism. If a non-resident taxpayer determines that it meets the conditions for treaty benefits, it may claim such benefits either when filing its own tax return or through a withholding agent when the withholding return is filed. The taxpayer must concurrently prepare and retain the requisite supporting documents for inspection and remain subject to follow-up administration by the tax authorities.