Our business is governed by a comprehensive set of PRC, Thai and Hong Kong laws and regulations spanning all material aspects of our business. This section outlines the key legal and regulatory currently applicable to our business in PRC, Thailand and Hong Kong.

PRC REGULATORY OVERVIEW

Laws and Regulations Related to Our Business in the PRC

Regulations on Corporation

On December 29, 1993, the Standing Committee of the National People's Congress (SCNPC) promulgated the PRC Company Law (《中華人民共和國公司法》), which was most recently amended on December 29, 2023, and took effect on July 1, 2024. The Company Law governs the establishment, operation, corporate governance, and management of all companies incorporated in the PRC, which are categorized as either limited liability companies or companies limited by shares.

Key revisions introduced in the 2023 amendment focus on refining the company formation and exit mechanisms, optimizing corporate organizational structures, enhancing the capital system, and reinforcing the duties and liabilities of controlling shareholders and senior management.

Laws and Regulations Relating to Overseas Investment

Regulations on Foreign Investment

On March 15, 2019, the PRC Foreign Investment Law (《中華人民共和國外商投資法》) was promulgated by the National People's Congress. Effective as of January 1, 2020, it repealed and consolidated the former Sino-Foreign Equity Joint Venture Enterprise Law, Sino-Foreign Cooperative Joint Venture Enterprise Law, and Wholly Foreign-Owned Enterprises Law, thereby forming the cornerstone of China's foreign investment legal regime.

Under this Law, "foreign investment" denotes any direct or indirect investment activities undertaken by foreign investors within the PRC, encompassing: (i) the establishment of foreign-invested enterprises, either independently or via joint ventures; (ii) the acquisition of equity, shares, property interests, or analogous rights in PRC domestic entities; (iii) the initiation of new projects, whether solely or collaboratively; and (iv) such other investment modalities as may be prescribed by legislation, administrative regulations, or State Council designations.

Subsequently, on December 26, 2019, the State Council issued the Implementing Regulations for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》), which likewise entered into force on January 1, 2020. These Regulations superseded the implementing rules previously applicable to the three now-replaced foreign investment laws, including the detailed regulations governing equity joint ventures, wholly foreign-owned enterprises, and cooperative joint ventures, as well as the provisional rules on joint venture durations.

In tandem, the foreign investment access regime is primarily delineated through the Special Administrative Measures (Negative List). On December 27, 2021, the National Development and Reform Commission (NDRC) and the Ministry of Commerce (MOFCOM) jointly released the 2021 version of the Negative List (《外商投資准入特別管理措施(負面清單)(2021年版)》), which superseded the prior catalogue and negative list framework. Subsequently, the 2024 Negative List (《外商投資准入特別管理措施(負面清單)(2024年版)》) was formally adopted on September 6, 2024, and is scheduled to take effect on November 1, 2024, at which point it will replace the 2021 iteration.

Pursuant to the Foreign Investment Law, its Implementing Regulations, and the applicable Negative List, foreign investors are expressly prohibited from engaging in sectors designated as "prohibited" under the Negative List. Investments in "restricted" sectors are permissible only upon satisfaction of the specific conditions enumerated therein. All sectors not appearing on the Negative List are generally categorized as "permitted." The 2021 Negative List identified 31 sectors subject to prohibition or restriction, which included, for instance, domestic letter delivery services. The forthcoming 2024 Negative List narrows the scope to 29 sectors, notably eliminating prior restrictions on foreign investment within the manufacturing industry.

Furthermore, the 2021 Negative List imposes additional requirements on domestic enterprises operating in prohibited fields that seek to list and trade shares overseas. Such enterprises must first obtain clearance from the relevant state authorities. Additionally, overseas investors are precluded from participating in the operational management of such enterprises, and any equity holdings by foreign investors remain subject to the prevailing regulations governing domestic securities investment by overseas entities. In an official clarification disseminated via the NDRC's website in response to press inquiries, the NDRC elaborated that the requisite "consent of the relevant competent authorities" signifies a determination by such authorities that the overseas listing in question does not contravene the prohibitions set forth in the Negative List.

Separately, the Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》), jointly promulgated by the NDRC and MOFCOM on December 19, 2020, and effective January 18, 2021, mandate a mandatory security review for any foreign investment that impacts or may impact national security. Under these Measures, foreign investors – or the relevant domestic parties – are obliged to proactively file a declaration with the working mechanism office prior to effecting an investment in sectors critical to state security, including but not limited to major infrastructure and essential transportation services, particularly where such investment would confer actual control over the target enterprise.

Regulations on Outbound Investment

Pursuant to the Administrative Measures for Outbound Investment (《境外投資管理辦法(2014)》) promulgated by the MOFCOM on September 6, 2014, and effective as of October 6, 2014, MOFCOM and its provincial-level counterparts are vested with the authority to administer outbound investments made by enterprises through either a record-filing or a verification-and-approval regime, as determined by the specific characteristics of the proposed investment. Investments directed toward sensitive countries or regions, or those involving sensitive industries, are mandatorily subject to verification and approval. All other outbound investments not falling within such categories are subject to the record-filing procedure.

Thereafter, on December 26, 2017, the National Development and Reform Commission ("**NDRC**") promulgated the Administrative Measures for Outbound Investment by Enterprises (《企業境外投資管理辦法》), which came into force on March 1, 2018. Under this regulatory framework, any domestic enterprise (the "**Investor**") seeking to undertake an outbound investment is required to complete the applicable verification, approval, or record-filing formalities with respect to such outbound investment projects (the "**Projects**"), furnish accurate information, and submit to supervisory inspections. Sensitive Projects – whether executed directly by the Investor or indirectly via overseas affiliates under the Investor's control – are subject to verification and approval. Non-sensitive Projects undertaken directly by the Investor, specifically those involving the Investor's direct contribution of assets or proprietary interests, or the provision of financing or guarantees, are subject to record-filing administration. For these purposes, "**Sensitive Projects**" shall refer to investments involving sensitive countries or regions, or those pertaining to sensitive industries. To delineate the scope of such sensitive industries, the NDRC issued the Catalog of Sensitive Sectors for Outbound Investment (2018 Edition)(《境外投資敏感行業目錄(2018年版)》), effective March 1, 2018, which provides an exhaustive enumeration thereof.

Laws and Regulations Relating to Production Safety

The Production Safety Law of the PRC (《中華人民共和國安全生產法》) was amended by the Standing Committee of the National People's Congress on June 10, 2021, and became effective on September 1, 2021. This Law imposes comprehensive obligations on enterprises to ensure workplace safety.

Pursuant to the Production Safety Law, an enterprise is required to: (i) establish and maintain production safety conditions that comply with the Production Safety Law itself, as well as with other applicable laws, administrative regulations, and national or industry standards; (ii) implement a robust production safety accountability system and corresponding safety rules; and (iii) formulate production safety protocols designed to safeguard operations. Any entity that fails to meet the requisite production safety conditions is expressly prohibited from commencing or continuing production activities.

Furthermore, production and business operation entities are mandated to provide employees with education and training on production safety. Such training must equip employees with the necessary knowledge of production safety and ensure their familiarity with relevant safety regulations, rules, and operating procedures.

Non-compliance with the Production Safety Law may result in the imposition of administrative penalties, including fines, suspension of operations, or orders to cease business activities. Where violations result in severe consequences, the responsible parties may be subject to criminal liability.

Laws and Regulations Relating to Product Quality

The Product Quality Law of the PRC (《中華人民共和國產品質量法》)(the "**Product Quality Law**") was promulgated by the Standing Committee of the National People's Congress and most recently amended on December 29, 2018. This Law applies to all manufacturing and distribution activities conducted within the territory of the PRC.

Under the Product Quality Law, all products offered for sale are required to conform to applicable quality and safety standards. Enterprises are explicitly prohibited from producing or distributing counterfeit goods, including any form of fraudulent branding, misrepresentation of origin, or the provision of false information concerning a product's manufacturer.

Non-compliance with mandatory national or industrial standards pertaining to health and safety, as well as other related violations, may give rise to civil liability and administrative sanctions. Such sanctions may include, but are not limited to, compensation for damages, imposition of fines, suspension or cessation of business operations, confiscation of illegally produced or distributed products, and forfeiture of proceeds derived from such unlawful activities. In instances of severe violation, the responsible individuals or entities may be subject to criminal liability.

Where personal injury or property damage is caused by a defective product, the injured party is entitled to seek compensation from either the manufacturer or the seller of such product. In the event that the seller compensates the injured party but the defect is attributable to the manufacturer, the seller shall have a right of recourse against the manufacturer. Conversely, if the manufacturer compensates the injured party but the defect is attributable to the seller, the manufacturer shall have a corresponding right of recourse against the seller.

Laws and Regulations Relating to Land and Leased Properties

The Land Administration Law of the PRC (《中華人民共和國土地管理法》), as last amended by the Standing Committee of the National People's Congress on August 26, 2019, and effective January 1, 2020, provides that state-owned land may be lawfully granted or allocated to construction entities for utilization. Pursuant to the Interim Regulations on Real Estate Registration (《不動產登記暫行條例》), as last amended by the State Council on March 10, 2024, and effective May 1, 2024, real estate registration shall be undertaken by the real estate registration authority of the people's government at the county level where the property is situated.

Under the Civil Code of the PRC, the creation, modification, transfer, or extinguishment of real property rights becomes effective only upon lawful registration. The real estate ownership certificate serves as evidence of the holder's title to the property. Furthermore, pursuant to the Interim Regulations on Real Estate Registration and the Rules for the Implementation of the Interim Regulations on Real Estate Registration (《不動產登記暫行條例實施細則》), as last amended by the Ministry of Natural Resources and effective May 9, 2024, the PRC maintains a unified real estate registration system nationwide.

The Urban Real Estate Administration Law of the PRC (《中華人民共和國城市房地產管理法》)(Presidential Order No. 32), effective January 1, 2020, mandates that parties to a house lease must execute a written lease contract specifying, *inter alia*, the lease term, purpose of the premises, rent, repair obligations, and other rights and duties of the parties. Such lease must be filed for recordation with the competent real estate administration authority. Additionally, the Civil Code permits a lessee to sublease the leased property to a third party, subject to the lessor's consent.

The Administrative Measures for Commodity House Leasing (《商品房屋租賃管理辦法》), promulgated on December 1, 2010, and effective February 1, 2011, require that lease contracts be registered with the competent construction or real estate authorities at the municipal or county level within thirty (30) days of execution. Any amendment, renewal, or termination of a lease must be reflected by corresponding modification, renewal, or cancellation of the registration with the original filing authority within thirty (30) days. Failure to comply with these registration and filing requirements may result in an order to rectify, and continued non-compliance within the prescribed period may subject the parties to monetary fines.

Regulations on Environmental Protection

The Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) was initially enacted by the Standing Committee of the National People's Congress on December 26, 1989, and most recently amended on April 24, 2014, with effect from January 1, 2015. Under this Law, enterprises, public institutions, and other business entities that discharge pollutants are obligated to implement measures aimed at preventing and controlling environmental pollution and damage arising from waste gas, wastewater, solid waste, medical waste, dust, malodorous gases, radioactive substances, noise, vibration, optical radiation, electromagnetic radiation, and other pollutants generated during production, construction, and related activities. The PRC maintains a statutory pollutant discharge licensing system. Entities subject to this permitting regime must discharge pollutants strictly in accordance with the terms and conditions of their pollutant discharge permits; no entity may discharge pollutants without a valid permit.

The Regulation on the Administration of Permitting of Pollutant Discharges (《排污許可管理條例》), promulgated by the State Council on January 24, 2021, effective March 1, 2021, together with the Measures for the Administration of Pollutant Discharge Permits (《排污許可管理辦法》), issued by the Ministry of Ecology and Environment on April 1, 2024, effective July 1, 2024, provide further specificity. Enterprises, public institutions, and other producers or operators falling within the scope of the pollutant discharge permitting regime are required to apply for and obtain a pollutant discharge permit prior to any discharge; discharges in the absence of such permit are prohibited. Entities that generate and discharge pollutants in small quantities and have correspondingly minimal environmental impact are permitted to file a pollutant discharge registration form and are exempt from the requirement to obtain a full pollutant discharge permit.

The Administration Rules on Environmental Protection of Construction Projects (《建設項目環境保護管理條例》)(the "**Construction Environmental Protection Rules**"), originally promulgated by the State Council on November 29, 1998, amended on July 16, 2017, and effective October 1, 2017, mandate that, depending on a proposed construction project's potential environmental impact, the project proponent must either prepare an environmental impact report, prepare an environmental impact statement, or file an environmental impact registration form. For projects requiring either an environmental impact report or statement, submission to and approval by the competent environmental protection authority must occur prior to commencement of construction. No construction may commence absent legally effective approval of the requisite environmental impact assessment documents.

The Environmental Impact Appraisal Law of the PRC (《中華人民共和國環境影響評價法》), originally promulgated by the Standing Committee of the National People's Congress on October 28, 2002, and amended on July 2, 2016, and December 29, 2018, similarly requires that construction projects with potential environmental effects produce either a report, a statement, or a registration form, as determined by the magnitude of the likely environmental impact.

Pursuant to the Construction Environmental Protection Rules, upon completion of a project for which an environmental impact report or statement was prepared, the project proponent must conduct an acceptance inspection of the project's environmental protection facilities in accordance with the standards and procedures established by the environmental protection authorities under the State Council, prepare an inspection report, and publicly disclose such report except where confidentiality is required by state regulations. A construction project may not be placed into production or operation unless its environmental protection facilities have successfully passed acceptance inspection.

Laws and Regulations Relating to Import and Export of Goods

The Foreign Trade Law of the PRC (《中華人民共和國對外貿易法》), as last amended and effective March 1, 2026, by the Standing Committee of the National People's Congress, establishes the principle that the State permits the free import and export of goods and technologies. However, for monitoring purposes, the competent department of foreign trade under the State Council may implement automatic import and export licensing for certain freely traded goods and publish corresponding catalogs. With respect to goods subject to such automatic licensing, the consignee or consignor must apply for and obtain the automatic license prior to customs clearance; failure to complete this procedure will result in denial of customs release. Upon application, the competent foreign trade authority or its authorized agency is obligated to grant the license.

The Customs Law of the PRC (《中華人民共和國海關法》), as last amended and effective on April 29, 2021, by the Standing Committee of the National People's Congress, establishes the customs regulatory framework, covering the supervision of means of transport, goods, travelers' luggage, postal items and other articles entering or leaving the territory, the collection of customs duties and other taxes and fees, the detection and suppression of smuggling, the compilation of customs statistics, and other related customs operations.

The Provisions on the Administration of Recordation of Customs Declaration Entities of the PRC (《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, effective January 1, 2022, define "customs declaration entities" as import consignees, export consignors, and customs declaration enterprises that have completed recordation with customs pursuant to these Provisions. Applicants for recordation must possess valid market entity qualification. Where an import consignee, export consignor, or customs declaration enterprise has successfully completed customs recordation, its branches – provided they satisfy the same eligibility criteria – may also apply for recordation as customs declaration entities. The Regulation on the Administration of the Import and Export of Goods of the PRC (《中華人民共和國貨物進出口管理條例》), promulgated by the State Council on March 10, 2024 and became effective on May 1, 2024, establishes the framework for governing the import and export of goods in China. It adopts a classification system that divides goods into three categories: prohibited, restricted, and freely tradable. Restricted goods are subject to either quota or license controls, with specific procedures for application, allocation, and customs clearance. The regulation also provides for automatic licensing to monitor certain freely tradable goods. It aims to standardize trade administration, maintain orderly market conditions, and promote the healthy development of foreign trade.

Laws and Regulations Relating to Labor, Social Insurance and Housing Provident Fund

Labor Law and Labor Contracts

Pursuant to the Labor Law of the PRC (《中華人民共和國勞動法》), as last amended and effective December 29, 2018, the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), as last amended December 28, 2012, effective July 1, 2013, and the Implementing Regulations of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》), promulgated by the State Council on September 18, 2008, and effective the same date, labor relationships between employers and employees must be established in written form.

Employers are required to institute a labor safety and sanitation system, strictly comply with applicable national standards, and provide relevant safety education and training to their employees. Employees, in turn, are obligated to perform their duties under safe and sanitary working conditions.

Social Insurance and Housing Accumulation Funds

Pursuant to the Regulation on Work-Related Injury Insurance (《工傷保險條例》), initially effective January 1, 2004, and amended December 20, 2010; the Provisional Measures for Maternity Insurance of Enterprise Employees (《企業職工生育保險試行辦法》), effective January 1, 1995; the Decision of the State Council on Establishing a Unified Basic Old-Age Insurance System for Enterprise Employees (《國務院關於建立統一的企業職工基本養老保險制度的決定》), issued July 16, 1997; the Decision of the State Council on Establishing a Basic Medical Insurance System for Urban Employees (《國務院關於建立城鎮職工基本醫療保險制度的決定》), promulgated December 14, 1998; the Unemployment Insurance Regulations (《失業保險條例》), promulgated January 22, 1999; the Interim Regulations on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》), as amended by the State Council effective March 24, 2019; and the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), promulgated by the Standing Committee of the National People's Congress on October 28, 2010, effective July 1, 2011, and subsequently amended on December 29, 2018, enterprises are mandated to provide their employees in the PRC with social welfare coverage comprising basic pension insurance, unemployment insurance, maternity insurance, work-related injury insurance, and basic medical insurance. Contributions must be remitted to the competent local administrative authorities. Failure to make required contributions may result in the imposition of fines and an order to remedy the deficiency within a prescribed period.

Under the Regulation on the Administration of Housing Accumulation Funds (《住房公積金管理條例》), originally promulgated by the State Council on April 3, 1999, effective the same date, and most recently amended effective March 24, 2019, employers are obligated to contribute to housing accumulation funds on behalf of their employees in accordance with applicable state provisions.

On September 18, 2018, the State Council announced that social insurance policies would remain unchanged pending the completion of reforms transferring collection authority from the Ministry of Human Resources and Social Security to the State Administration of Taxation ("**SAT**"), effective January 1, 2019. On November 16, 2018, the SAT issued the Notice on Implementing Certain Measures to Further Support and Serve the Development of the 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》), affirming the stability of social insurance policies and indicating the SAT's intent to collaborate with relevant authorities to reduce contribution rates, thereby ensuring an overall reduction in the social insurance contribution burden on enterprises.

Pursuant to the Interpretation (II) of the Supreme People's Court on Several 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)》), effective September 1, 2025, any agreement between an employer and an employee, or any unilateral undertaking by an employee, purporting to waive the obligation to pay social insurance premiums shall be deemed invalid by the people's court. Where an employer fails to pay social insurance premiums as required by law, and the employee thereby seeks termination of the labor contract and claims economic compensation under Article 38(3) of the Labor Contract Law, the people's court shall lawfully uphold such claims. In such circumstances, should the employer subsequently remit the overdue social insurance premiums in accordance with law and seek restitution of any compensation previously paid to the employee in lieu of such premiums, the people's court shall lawfully grant such relief. As the Group has not been subject to any of the circumstances described in the preceding paragraph, the Supreme People's Court's Interpretation (II) on Several Issues Concerning the Application of Law in Labour Dispute Cases will not affect the analysis of the Group's compliance with social insurance and housing provident fund contribution obligations under PRC laws and regulations.

Laws and Regulations Relating to Intellectual Property

The PRC has established a comprehensive legislative framework for the protection of intellectual property rights, governing copyrights, patents, trademarks, and domain names.

Copyright

Copyright protection in the PRC, including protection for copyrighted computer software, is primarily governed by the Copyright Law of the PRC (《中華人民共和國著作權法》)(the "**Copyright Law**"), as most recently amended on November 11, 2020, which took effect on June 1, 2021, together with its implementing rules. Under the Copyright Law, the duration of protection for copyrighted computer software is 50 years.

Unless otherwise permitted under the Copyright Law, any unauthorized reproduction, distribution, performance, projection, broadcasting, compilation, or communication to the public of a work via an information network shall constitute copyright infringement. An infringer shall, based on the circumstances of the case, be liable to cease the infringement, take remedial measures, issue an apology, and pay damages.

Patent

The Patent Law of the PRC (《中華人民共和國專利法》) was initially promulgated by the Standing Committee of the National People's Congress on March 12, 1984, and most recently amended on October 17, 2020, with effect from June 1, 2021. The Law governs three categories of patents: inventions, utility models, and designs. To qualify for patent protection, inventions and utility models must satisfy the criteria of novelty, inventiveness, and practical applicability. The National Intellectual Property Administration is the competent authority responsible for examining and approving patent applications.

Trademark

The Trademark Law of the PRC (《中華人民共和國商標法》) was originally promulgated by the Standing Committee of the National People's Congress on August 23, 1982, with the most recent amendment effective November 1, 2019. Together with its implementing rules, as most recently amended effective May 1, 2014, the Law governs the protection of registered trademarks in China. The Trademark Office of the National Intellectual Property Administration is the competent authority responsible for trademark registration and administration nationwide.

The Trademark Law operates under a "first-to-file" principle. Accordingly, any trademark application that is identical or similar to a mark already registered or approved for preliminary examination may be refused registration. Once registered, a trademark is protected for a term of ten years, which is renewable for successive ten-year periods, unless the registration is earlier revoked.

Domain Name

Domain names in the PRC are regulated under the Administrative Measures on Internet Domain Names (《互聯網域名管理辦法》), promulgated by the Ministry of Industry and Information Technology ("**MIIT**") on August 24, 2017, effective November 1, 2017. The MIIT serves as the principal regulatory authority overseeing internet domain name administration in China. Under its supervision, the China Internet Network Information Center ("**CNNIC**") is responsible for the day-to-day management of .cn domain names and Chinese-language domain names. CNNIC operates under a "**first-to-file**" principle for domain name registration.

On November 27, 2017, the MIIT issued the Notice on Regulating the Use of Domain Names in Providing Internet-based Information Services (《工業和信息化部關於規範互聯網信息服務使用域名的通知》), which became effective in January 2018. Pursuant to this Notice, any domain name utilized by an internet-based information service provider must be lawfully registered and owned by such provider. Where the provider is an entity, the domain name registrant must be either the entity itself, any of its shareholders, or the entity's legal representative or senior management personnel.

Pursuant to the Administrative Regulations on Foreign Exchange of the PRC (《中華人民共和國外匯管理條例》), promulgated by the State Council on August 5, 2008, and effective as of the same date, transactions denominated in foreign exchange that are recorded in the balance of payments under the categories of goods, services, income, and current transfers are classified as current account items. Foreign exchange payments under current account items shall be effected using either self-owned foreign currencies or foreign currencies purchased from designated financial institutions authorized to engage in foreign exchange conversion and sales, upon presentation of valid documentation in accordance with the relevant provisions of the foreign exchange control authority under the State Council.

Domestic entities and individuals undertaking overseas direct investments, or engaging in the issuance and trading of overseas securities and derivative instruments, are required to complete registration formalities in accordance with the rules prescribed by the foreign exchange control authority under the State Council.

Pursuant to the Notice of the State Administration of Foreign Exchange on Issues Concerning Foreign Exchange Management for Overseas Listings (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), issued and implemented on December 26, 2014, and to be repealed on April 1, 2026, the State Administration of Foreign Exchange and its branches, as well as foreign exchange management departments, shall supervise, manage, and inspect activities related to domestic companies' overseas listings, including business registration, account opening and usage, cross-border receipts and payments, and fund conversion. Domestic companies shall register for the overseas listing with the required materials at the foreign exchange bureau located at its registered address within 15 working days after the conclusion of the overseas listing and issuance. According to the Notice of the People's Bank of China and the State Administration of Foreign Exchange on Issues Concerning the Management of Funds for Overseas Listings by Domestic Enterprises (《中國人民銀行國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》), issued on December 24, 2025, and effective as of April 1, 2026, the People's Bank of China, the State Administration of Foreign Exchange ("**SAFE**"), and their branches shall supervise, manage, and inspect activities related to business registration, account opening and usage, cross-border receipts and payments, and fund conversion for overseas listings by domestic enterprises after the implementation of this Notice. Domestic enterprises listing overseas shall apply for overseas listing registration at a bank within the provincial/planned-city jurisdiction where they are registered, submitting the required materials within 30 working days from the first trading day of the overseas listing or the completion of the over-allotment option.

On February 13, 2015, the State Administration of Foreign Exchange ("**SAFE**") issued the Circular on Further Simplifying and Improving Foreign Exchange Administration Policies on Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》), which was partially repealed in December 2019. The Circular provides that banks are authorized to directly examine and process foreign exchange registration formalities for overseas direct investment, while SAFE and its branches shall exercise indirect supervision over such foreign exchange registration and examination activities through banks.

Regulations on Overseas Offering and Listing of Domestic Enterprises

Pursuant to the Trial Administrative Measures 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》)(the "**Overseas Listing Trial Measures**") and its supporting guidelines, promulgated by the CSRC on February 17, 2023, and effective March 31, 2023, domestic enterprises engaging in overseas securities offering and listing activities are required to strictly comply with applicable laws, administrative regulations, and relevant provisions pertaining to national security, including those governing foreign investment, cybersecurity, and data security. Such enterprises shall duly fulfill their obligations to safeguard national security, refrain from disrupting domestic market order, and shall not harm national interests, the public interest, or the legitimate rights and interests of domestic investors.

Pursuant to the Overseas Listing Trial Measures, overseas offerings and listings are expressly prohibited under the following circumstances: (1) where such offering and listing is explicitly prohibited by laws, administrative regulations, or relevant national provisions; (2) where the overseas offering and listing is determined by competent authorities under the State Council, following review in accordance with law, to constitute a threat to national security; (3) where, within the preceding three years, the domestic enterprise or its controlling shareholders or actual controllers have been convicted of corruption, bribery, embezzlement, misappropriation of property, or other criminal offenses disrupting the order of the socialist market economy; (4) where the domestic enterprise is under investigation for suspected crimes or material violations of laws and regulations, and no definitive conclusion has been reached; or (5) where there exist material ownership disputes over the equity held by the controlling shareholder or by other shareholders under the control of the controlling shareholder and/or actual controller.

Furthermore, under the Overseas Listing Trial Measures, upon the occurrence of any of the following material events following an issuer's overseas offering and listing, the issuer shall report the details to the CSRC within three working days from the date of the event's occurrence and public announcement: (1) a change in control; (2) investigation, penalties, or other enforcement actions initiated by overseas securities regulatory authorities or other competent authorities; (3) conversion of listing status or transfer to a different listing board; (4) voluntary or compulsory termination of listing.

Pursuant to the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《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》), jointly issued by the CSRC and other relevant departments on February 24, 2023, effective March 31, 2023, domestic companies engaging in overseas securities offering and listing activities, as well as securities companies and securities service institutions providing corresponding services, are required to strictly comply with applicable PRC laws and regulations and adhere to the requirements set forth in these Provisions. Such entities shall enhance their legal awareness concerning the safeguarding of state secrets and the strengthening of archives administration, establish and improve internal confidentiality and archives management systems, and adopt necessary measures to fulfill their confidentiality and archives administration obligations. They are expressly prohibited from divulging state secrets or work secrets of state organs, or from harming state or public interests.

Where a domestic company – whether directly or through its overseas listed entity – provides or publicly discloses to relevant securities companies, securities service institutions, overseas regulators, or other entities and individuals any documents or materials that contain state secrets or work secrets of state organs, such documents and materials shall be subject to approval from the competent department vested with examination and approval authority in accordance with law, and shall be reported to the administrative department for confidentiality at the corresponding level for filing.

Regulations on Full Circulation of H Shares

The Company is required to comply with the regulatory framework governing H-share "**full circulation**" in order to convert its domestic shares into H-shares and achieve **[REDACTED]** on the Hong Kong Stock Exchange. Under the Guidelines on Application for "**Full Circulation**" of Domestic Unlisted Shares of H-share Companies (2023 Amendment)(《H股公司境內未上市股份申請"全流通"業務指引(2023修正)》)(the "**Guidelines for Full Circulation**"), promulgated and effective November 14, 2019, and revised August 10, 2023, by the CSRC, shareholders holding domestic unlisted shares may, through consultation, determine the quantum and proportion of shares for which circulation is sought, provided that applicable legal and regulatory requirements, as well as policies governing state-owned assets, foreign investment, and industry-specific regulation, are satisfied. Once domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to the PRC.

Pursuant to the Notes on the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《關於＜境內企業境外發行證券和上市管理試行辦法＞的說明》), the filing regime under the New Regulations is designed to enhance institutional inclusiveness and advance opening-up, and expressly provides for "**full circulation**" arrangements. In connection with overseas offerings and listings by domestic companies, holders of domestically based unlisted shares are permitted, upon completion of the requisite filing, to convert such shares into overseas listed shares for circulation on overseas trading venues.

Pursuant to the Overseas Listing Trial Measures, "Full Circulation" denotes the process by which shareholders of domestic unlisted shares of a domestic company directly offering and listing securities in overseas markets may convert such domestic unlisted shares into foreign listed shares for circulation on overseas trading venues. Shareholders of domestic unlisted shares are required to authorize the domestic company to submit a "Full Circulation" filing application to the CSRC, accompanied by documentation addressing key compliance matters. Such filing materials must demonstrate, *inter alia*, whether the proposed "Full Circulation" has (i) completed adequate internal decision-making procedures, (ii) obtained necessary internal approvals and authorizations, and (iii) complied with any applicable approval or filing requirements prescribed under laws, regulations, and policies governing state-owned asset administration, industry supervision, and foreign investment, including evidence that any such requisite procedures have been duly performed.

Pursuant to the Measures for the Implementation of H-share "**Full Circulation**" Business (《H股"全流通"業務實施細則》)(the "**Implementation Measures**"), jointly promulgated by China Securities Depository and Clearing Corporation Limited ("**CSDC**") and the Shenzhen Stock Exchange ("**SZSE**") on December 31, 2019, the following activities pertaining to H-share full circulation business are governed by the Implementation Measures: (i) cross-border transfer registration, (ii) maintenance of deposit and holding details, (iii) transaction entrustment and instruction transmission, (iv) settlement, management of participants, (v) services of nominal holders in relation to the H-share "full circulation businesses. In the event that the Implementation Measures do not contain specific provisions addressing a particular matter, such matter shall be handled by reference to other applicable business rules of CSDC, China Securities Depository and Clearing (Hong Kong) Company Limited ("**CSDC (Hong Kong)**"), and SZSE, as appropriate.

On June 27, 2025, the Shenzhen Branch of CSDC promulgated the Guide for "Full Circulation" Business of H Shares by the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited (《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 comprehensively sets forth the operational arrangements and procedural requirements for H-share full circulation. Such arrangements encompass, *inter alia*, business preparation, cross-border transfer registration, overseas share depository mechanisms, initial establishment and subsequent modification of domestic holding records, corporate action processing, clearing and settlement protocols, risk management frameworks, and applicable service fees.

Additionally, in September 2024, China Securities Depository and Clearing (Hong Kong) Limited ("**CSDC (Hong Kong)**") issued the Guide of China Securities Depository and Clearing (Hong Kong) Limited to the Program for "Full Circulation" of H-shares, which provides detailed specifications regarding escrow arrangements, custody services, nominee agency functions, settlement and delivery mechanisms, risk control measures, and other pertinent matters associated with the H-share full circulation program.

Pursuant to the Implementation Measures and the Guide for "Full Circulation" Business of H Shares by the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, shareholders applying for H-share full circulation ("**Participating Shareholders**") are required to complete cross-border transfer registration to effect the conversion of the relevant domestic unlisted shares into H-shares prior to any dealing in such shares.

Under this framework, CSDC, acting in its capacity as nominee shareholder, deposits the securities held by Participating Shareholders with China Securities Depository and Clearing (Hong Kong) Limited ("**CSDC (Hong Kong)**"). CSDC (Hong Kong) thereafter deposits such securities with Hong Kong Securities Clearing Company Ltd. ("**HKSCC**") in its own name and exercises rights pertaining to the securities issuer through HKSCC. Consequently, HKSCC Nominees Limited, as the ultimate nominee shareholder, appears on the register of members of the H-share listed companies.

Laws and Regulations Relating to [REDACTED] of the Taiwan Region

Pursuant to the Regulations Governing the Approval of Investment or Technical Cooperation in the Chinese Mainland Area (在大陸地區從事投資或技術合作許可辦法) (the "**Investment Approval Regulations**"), any direct or indirect investment made in Chinese Mainland by an individual holding a Taiwan passport or an entity incorporated in Taiwan, whether undertaken directly or through companies under such investor's control, is subject to approval by the Taiwan Department of Investment Review. Article 3 of the Investment Approval Regulations stipulates that direct or indirect investments in the PRC include the following activities conducted within the PRC (collectively, "**PRC Investment Activities**"): (i) establishment of a new company or business; (ii) making capital contributions to an existing PRC company or business; (iii) acquisition of equity interests in an existing PRC company or business (excluding the purchase of shares in publicly traded companies); and (iv) establishment or expansion of a branch or business operations.

Except for investments falling under prohibited or conditionally permitted categories, where the aggregate investment amount by an individual holding a Taiwan passport or a Taiwan-incorporated entity in a single Chinese Mainland entity does not exceed US$1 million (the "**Original Quota**"), such investor may file a report with the Taiwan Department of Investment Review within six months following the investment. If the investment made by such individual or entity in a single Chinese Mainland entity exceeds US$1 million, prior approval from the Taiwan Department of Investment Review must be obtained before such investment may proceed. Additionally, individuals holding Taiwan passports are subject to an annual investment quota of US$5 million for investments made in Chinese Mainland.

The Taiwanese Investment Protection Law was promulgated by the Standing Committee of the National People's Congress ("**SCNPC**") on March 5, 1994, subsequently amended on September 3, 2016, and December 28, 2019, with the latest version taking effect on January 1, 2020. The Implementing Rules of the Taiwanese Investment Protection Law of the PRC (《中華人民共和國台灣同胞投資保護法實施細則》) were promulgated by the State Council on December 5, 1999, and amended effective November 29, 2020. These laws and regulations stipulate that the State shall, in accordance with law, protect investments made by Taiwanese investors, returns on such investments, and any other legitimate rights and interests enjoyed by them.

The establishment of investment enterprises funded by Taiwanese investors must conform to the State's industrial policies and contribute to the development of the national economy. Matters not expressly provided for in these laws and regulations shall be governed by other PRC foreign-related economic laws and administrative regulations.

Pursuant to the Regulations of the State Council on Encouraging Investment by Taiwan Compatriots (《國務院關於鼓勵台灣同胞投資的規定》), issued and implemented by the State Council on July 3, 1988, Taiwanese investors are permitted to invest in industries aligned with the direction of social and economic development in Chinese Mainland, including but not limited to industry, agriculture, and services. Taiwanese investors may select investment projects from those announced by relevant departments of local people's governments, or alternatively, they may submit their own investment project proposals for application to the foreign economic and trade department of the intended investment area or to the approval authority designated by the local people's government. The State encourages Taiwanese investors to establish product export enterprises and advanced technology enterprises, and provides corresponding preferential treatment to such investments.

Pursuant to the Interim Measures on Determining the Trans-investment of Taiwanese Investors through a Third Place (《台灣投資者經第三地轉投資認定暫行辦法》) (the "**Measures**"), promulgated by the Ministry of Commerce of the PRC ("**MOC**") and the Taiwan Affairs Office of the State Council on February 20, 2013, and most recently amended on December 31, 2019, where a Taiwanese investor has invested in establishing enterprises in Chinese Mainland through a company, enterprise, or other economic organization located in a third place (the "**Third-Place Investor**") that is directly or indirectly owned or controlled by such Taiwanese investor, such Taiwanese investor may file an application to have the Third-Place Investor recognized as a deemed Taiwanese investor.

For purposes of the Measures, "owned" refers to the circumstance where the Taiwanese investor holds more than fifty percent (50%) of the equity interest in the Third-Place Investor. "Controlled" refers to any of the following circumstances, where the ownership threshold set forth above is not satisfied: (i) where the Taiwanese investor effectively holds more than half of the voting power in the decision-making organs of the Third-Place Investor, such as the board of directors or shareholders' meeting; (ii) where the Taiwanese investor has the right to appoint more than half of the members of the governing bodies of the Third-Place Investor, such as the board of directors, and the operational decision-making and other material matters of the Third-Place Investor are determined by such governing bodies; (iii) where the Taiwanese investor possesses the authority to determine the operational, financial, human resources, and other key matters of the Third-Place Investor; or (iv) such other circumstances as may be prescribed jointly by the MOC and the Taiwan Affairs Office of the State Council.

Laws and Regulations Relating to PRC Tax

Income Tax

The Law of the PRC on Enterprise Income Tax (《中華人民共和國企業所得稅法》) was promulgated on March 16, 2007 and was most recently amended on December 29, 2018 by SCNPC, and its implementation rules (《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 with the latest amendment on December 6, 2024 (collectively, the "EIT Laws"). According to the EIT Laws, enterprises consist of resident enterprises and non-resident enterprises. Resident enterprises are defined as enterprises that are established in PRC in accordance with the PRC laws, or that are established in accordance with the laws of foreign countries but whose actual or de facto control is administered from within China. Non-resident enterprises are defined as enterprises that are set up in accordance with the laws of foreign countries and whose actual administration is conducted outside China but have established institutions or premises in China, or have no such established institutions or premises but have income generated from inside the PRC. Under the EIT Laws a uniform corporate income tax rate of 25% is applicable. However, if non-resident enterprises have not formed permanent establishments or premises in China, or if they have formed permanent establishment institutions or premises in China but there is no actual relationship between the relevant income derived in the PRC and the established institutions or premises set up by them, the enterprise income tax is, in that case, set at the rate of 10% for their income sourced from inside the PRC.

In accordance with the Administrative Measures on Accreditation of High-tech Enterprises (《高新技術企業認定管理辦法》) which was promulgated by the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation on April 14, 2008 and amended on January 29, 2016 and came into effect on January 1, 2016, high-tech enterprises referred to in these Measures shall mean resident enterprises registered in China (excluding Hong Kong, Macau and Taiwan) which are continuously engaging in research and development and technology commercialization within the realm of the Regions of Advanced Technologies Strongly Supported by PRC, forming the core independent intellectual property of the enterprise, and carrying out business activities on such basis, which accredited pursuant to these Measures may declare and claim tax incentives pursuant to the Enterprise Income Tax Law (中華人民共和國企業所得稅法) and its Implementation Regulations, the Administrative Law of the People's Republic of China on the Levying and Collection of Taxes, the Implementation Regulations for the Law of the People's Republic of China on Administration of Tax Collection (中華人民共和國稅收徵收管理法實施細則) etc. Upon obtaining the qualification as a high-tech enterprise, the enterprise shall complete tax reduction and exemption formalities with the tax authorities in charge and the qualifications of an accredited high-tech enterprise shall be valid for three years from the date of issuance of the certificate.

Income Tax in Relation to Dividend Distribution

The EIT Laws provide that an income tax rate of 10% will normally be applicable to dividends payable to investors that are "non-resident enterprises," and gains derived by such investors, which (a) do not have an establishment or place of business in China, or (b) have an establishment or place of business in China, but the relevant income is not effectively connected with the establishment or place of business to the extent such dividends and gains are derived from sources within China. Such income tax on the dividends may be reduced pursuant to a tax treaty between China and the jurisdictions in which our non-PRC shareholders reside. Pursuant to an Arrangement Between China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion With Respect to Tax on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), or the Double Tax Avoidance Arrangement, promulgated by the SAT on August 21, 2006, most recently amended on July 19, 2019 and became effective on December 6, 2019, and other applicable PRC laws, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have satisfied the relevant conditions and requirements under such Double Tax Avoidance Arrangement and other applicable laws, the 10% withholding tax on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5% upon receiving approval from in-charge tax authority. However, based on the Notice on Certain Issues with Respect to the Enforcement of Dividend Provisions 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 on February 20, 2009 by the SAT with immediate effect, if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment; and based on the Announcement of the SAT on Issues concerning "Beneficial Owners" in Tax Treaties (《國家稅務總局關於稅收協定中"受益所有人"有關問題的公告》), which was promulgated on February 3, 2018 by the SAT and became effective on April 1, 2018, conduit companies, which are established for the purpose of evading or reducing tax, or transferring or accumulating profits, may not be recognized as beneficial owners and thus, will not be entitled to the above-mentioned reduced income tax rate of 5% under the Double Tax Avoidance Arrangement.

Value-added Tax

According to the Article 10 under the Value-Added Tax Law of the PRC (《中華人民共和國增值稅法》) being adopted by the SCNPC on December 25, 2024 and implemented since January 1, 2026, it provides that for taxpayers selling or importing goods, the VAT rate shall generally be 13%.

The Circular of the MOF and the SAT on Adjustment of Value-Added Tax Rates (《財政部、國家稅務總局關於調整增值稅稅率的通知》), which was jointly promulgated by the MOF and the SAT on April 4, 2018 and became effective on May 1, 2018, set forth that (i) for VAT taxable sales acts or importation of goods originally subject to value-added tax rates of 17% and 11% respectively, such tax rates shall be adjusted to 16% and 10%, respectively; (ii) for purchase of agricultural products originally subject to deduction rate of 11%, such deduction rate shall be adjusted to 10%; (iii) for purchase of agricultural products for the purpose of production and sales or consigned processing of goods subject to tax rate of 16%, such tax shall be calculated at the deduction rate of 12%; (iv) for exported goods originally subject to tax rate of 17% and export tax refund rate of 17%, the export tax refund rate shall be adjusted to 16%; and (v) for exported goods and cross-border taxable acts originally subject to tax rate of 11% and export tax refund rate of 11%, the export tax refund rate shall be adjusted to 10%.

The Announcement on Policies for Deepening the VAT Reform (《關於深化增值稅改革有關政策的公告》), which was jointly promulgated by the MOF, the SAT and General Administration of Customs on March 20, 2019 and became effective on April 1, 2019, set forth that (i) for VAT taxable sales acts or importation of goods originally subject to value-added tax rates of 16% and 10% respectively, such tax rates shall be adjusted to 13% and 9%, respectively; (ii) for purchase of agricultural products originally subject to deduction rate of 10%, such deduction rate shall be adjusted to 9%; (iii) for purchase of agricultural products for the purpose of production and sales or consigned processing of goods subject to tax rate of 13%, such tax shall be calculated at the deduction rate of 10%; (iv) for exported goods originally subject to tax rate of 16% and export tax refund rate of 16%, the export tax refund rate shall be adjusted to 13%; and (v) for exported goods and cross-border taxable acts originally subject to tax rate of 10% and export tax refund rate of 10%, the export tax refund rate shall be adjusted to 9%.

THAILAND REGULATORY OVERVIEW

The Civil and Commercial Code (the "CCC")

The CCC is the principal legislation governing the incorporation, corporate governance, and operation of private limited companies in Thailand. Mazo Thailand, being a private limited company incorporated under the CCC, is subject to the provisions thereof governing, *inter alia*, the formation and registration of companies (Sections 1097 to 1116), share capital and share issuance (Sections 1117 to 1143), directors' duties and powers (Sections 1144 to 1168), shareholders' meetings and resolutions (Sections 1171 to 1195), distribution of dividends (Sections 1200 to 1205), and winding up and dissolution (Sections 1236 to 1273). Share transfers must comply with Section 1129 of the CCC, which requires a written transfer instrument signed by both the transferor and transferee with at least one witness. A transfer becomes effective against the company and third parties only upon entry in the shareholder register. Capital increases require a special resolution under Section 1220 of the CCC, with new shares offered to existing shareholders in proportion to their holdings under Section 1222. Failure to comply with corporate governance requirements under the CCC may expose Mazo Thailand and its directors to fines not exceeding THB 20,000 per offence under the relevant penalty provisions.

The Foreign Business Act, B.E. 2542 (1999) (the "FBA")

The FBA is the primary legislation governing foreign participation in business activities in Thailand. Mazo Thailand is a "foreigner" within the meaning of Section 4 of the FBA by reason of the fact that more than fifty percent (50%) of its shares are held by foreign juristic persons. The FBA divides restricted business activities into three lists. List One comprises businesses prohibited to foreigners for special reasons. List Two comprises businesses relating to national safety or security, arts and culture, natural resources, and the environment. List Three, Item 21, restricts "other service businesses" to foreigners unless a Foreign Business Licence ("**FBL**") or a Foreign Business Certificate ("**FBC**") has been obtained. Manufacturing activities are generally not restricted under the FBA. Notwithstanding the foregoing, where a foreign-owned company provides contract manufacturing services (OEM) rather than manufacturing its own products, such services may constitute a "service business" restricted under List Three, Item 21 of the FBA, unless confirmation has been obtained from the Board of Investment of Thailand (the "**BOI**") through the FBC process. The penalties for carrying on a restricted business without the requisite FBL or FBC include a fine not exceeding THB1,000,000, imprisonment not exceeding three (3) years, or both, and a daily fine not exceeding THB50,000 for each day during which the violation continues, pursuant to Sections 36 and 37 of the FBA.

The Investment Promotion Act, B.E. 2520 (1977), as amended (the "BOI Act")

The BOI Act empowers the BOI to grant promotional certificates conferring tax and non-tax incentives to qualifying investment projects in Thailand. Mazo Thailand has obtained BOI Promotional Certificate No. 68-0587-2-00-1-0 under Category 4.2.3.2 (Manufacturing of Electric Passive Component, Type: Surface Mount Device) issued on March 19, 2025. The privileges granted include, *inter alia*, exemption from corporate income tax on net profits derived from the promoted activity (subject to an investment cap), permission to bring in foreign skilled workers and experts, permission to own land for the promoted activity, and exemption from import duties on machinery. In furtherance of the foregoing, Mazo Thailand must comply with both general and project-specific conditions attached to the promotional certificate, including requirements as to minimum registered capital, production capacity, use of new machinery, ISO certification within two years from full operation start-up, and periodic reporting obligations. Failure to comply with the conditions may result in revocation of promotional rights and privileges, in whole or in part, pursuant to Section 54 of the BOI Act.

Taxation

Thailand's tax system is centered on the Revenue Code (as amended), supplemented by the Investment Promotion Act (B.E. 2520) and relevant regulations of the Revenue Department. Core taxes include Corporate Income Tax (CIT), Value Added Tax (VAT), and Withholding Tax: the standard CIT rate is 20%; the statutory VAT rate is 10%, with a current effective rate of 7% payable via monthly filing; Withholding Tax applies to dividends, service fees, and other payments to individuals, juristic persons, and overseas entities. Enterprises approved by the Board of Investment (BOI) of Thailand are eligible for tax incentives based on project nature, including core policies such as CIT exemption and import duty exemption for new production equipment. For Mazo Thailand, as a manufacturing enterprise and a BOI-promoted person, it adheres to the aforementioned tax framework: CIT is levied at the standard 20% rate (excluding BOI incentive exemptions), VAT applies at 7% with monthly filing, and Withholding Tax must be withheld in accordance with the law when making relevant payments; simultaneously, pursuant to the approved BOI Promotional Certificate, Mazo Thailand is entitled to CIT exemption on net profits from promoted activities and import duty exemption for new production machinery, with specific incentives subject to compliance with BOI-prescribed requirements.

The Labour Protection Act, B.E. 2541 (1998), as amended (the "LPA")

The LPA is the principal legislation governing the employment relationship in Thailand. It prescribes minimum standards for wages, working hours, overtime, holidays, leave entitlements, severance pay, and termination. Mazo Thailand, as an employer, is required to comply with the LPA in all material respects, including maintaining work rules where the company employs ten (10) or more employees, paying wages at a rate not less than the prescribed minimum daily wage, providing statutory leave entitlements, contributing to the social security fund and workmen's compensation fund, and establishing a safety committee and welfare committee where the employee threshold is met. The minimum daily wage in Samut Prakan Province, where Mazo Thailand's premises are located, was set at THB372 per day effective from January 1, 2025. Subsequent to the foregoing, the Wage Committee Notification on Minimum Wage Rates (No. 14) published in the Royal Gazette on July 1, 2025 further adjusted the minimum wage to THB400 per day in Bangkok, whilst other provinces, including Samut Prakan, were adjusted to THB372 per day. Failure to pay the minimum wage may result in imprisonment not exceeding six (6) months, a fine not exceeding THB100,000, or both.

The Occupational Safety, Health and Environment Act, B.E. 2554 (2011) (the "OSHA")

The OSHA imposes obligations on employers to provide a safe working environment. Mazo Thailand is required to appoint a qualified safety officer at the professional level where the employer employs fifty (50) or more employees, and to establish a safety committee comprising representatives of both the employer and employees. The safety officer must hold qualifications prescribed by the Minister of Labour. Failure to appoint a safety officer or establish a safety committee may result in imprisonment not exceeding one (1) year, a fine not exceeding THB400,000, or both, under Section 56 of the OSHA.

The Social Security Act, B.E. 2533 (1990), as amended (the "SSA")

The SSA requires employers with one (1) or more employees to register with the Social Security Office and make monthly contributions to the Social Security Fund. The contribution rate applicable to employers and employees under Section 33 of the SSA is five percent (5%) of wages, subject to a prescribed wage ceiling. A ministerial regulation published on December 12, 2025, effective from January 1, 2026, prescribes a phased increase of the maximum base wage for calculating social security contributions, commencing with an increase from THB15,000 to THB17,500 per month from January 1, 2026, with further phased increases through 2032. This will result in higher monthly contributions for both employers and employees and enhanced maximum benefit entitlements.

The Personal Data Protection Act, B.E. 2562 (2019) (the "PDPA")

The PDPA is Thailand's comprehensive data protection legislation, which came into full force on June 1, 2022. The PDPA regulates the collection, use, disclosure, and cross-border transfer of personal data by data controllers and data processors. Mazo Thailand, as an employer and business operator collecting personal data of employees, customers, and business partners, is a data controller under the PDPA and is required to have a lawful basis for processing personal data, provide privacy notices to data subjects, implement appropriate security measures to prevent unauthorized access or disclosure, and, where applicable, appoint a Data Protection Officer. Cross-border transfers of personal data must comply with Sections 28 and 29 of the PDPA, which require either that the destination country has adequate data protection standards as determined by the Personal Data Protection Committee (the "**PDPC**"), or that appropriate safeguards such as Binding Corporate Rules or Standard Contractual Clauses are in place. The PDPC issued sub-regulations governing cross-border data transfers in December 2023, effective from March 2024, and further issued rules on Binding Corporate Rules in September 2025. Penalties under the PDPA include administrative fines of up to THB5,000,000 per violation, criminal penalties of imprisonment up to one (1) year and/or fines up to THB1,000,000, and civil liability for compensatory and punitive damages.

Foreign Exchange Regulations

Under the Exchange Control Act, B.E. 2485 (1942), as amended, and the ministerial regulations and notifications issued thereunder, the Bank of Thailand (the "**BOT**") regulates foreign exchange transactions. Mazo Thailand may freely receive foreign currency for the sale of goods and services, subject to the requirement to surrender or deposit foreign currency with an authorized bank within the prescribed period. Outward remittance of funds, including dividend payments, loan repayments, and royalties to foreign shareholders or affiliated companies, requires compliance with exchange control documentation requirements and applicable withholding tax obligations. The BOI Act, under Section 37, permits a BOI-promoted person to remit money abroad in foreign currency, subject to compliance with the conditions of the promotional certificate.

Intellectual Property Protection

Thailand's intellectual property protection framework comprises the Patent Act, B.E. 2522 (1979), as amended, the Trademark Act, B.E. 2534 (1991), as amended, the Copyright Act, B.E. 2537 (1994), as amended, and the Trade Secrets Act, B.E. 2545 (2002). Mazo Thailand, as a manufacturer of electronic passive components (Surface Mount Device Inductors), may hold or utilize intellectual property in the form of patents, trademarks, trade secrets, and proprietary manufacturing processes. The Patent Act provides protection for inventions and industrial designs, subject to registration with the Department of Intellectual Property (the "**DIP**"). Thailand remains on the United States Trade Representative's Priority Watch List for intellectual property enforcement. Notwithstanding the foregoing, Thailand has been strengthening its IP enforcement mechanisms, and in December 2024, it published draft amendments to the Patent Act to streamline the patent registration process and reduce patent backlog.

HONG KONG REGULATORY OVERVIEW

There are no specific statutory requirements to obtain any licences for carrying out our businesses in Hong Kong other than the business registration certificate under the Business Registration Ordinance. Below is a summary of the laws and regulations in Hong Kong which are material to our business.

Supply of goods

The sales of goods by our Group in Hong Kong is regulated by the Sales of Goods Ordinance (Chapter 26 of the Laws of Hong Kong) ("**SOGO**").

Section 15 of SOGO provides that, in a contract for the sale of goods by description, there is an implied condition that the goods shall correspond with the description.

Section 16 of SOGO provides that where a seller sells goods in the course of a business, there is an implied condition that the goods supplied under the contract are of merchantable quality, except that there is no such condition (i) as regards to defects specifically drawn to the buyer's attention before the contract is made; or (ii) if the buyer examines the goods before the contract is made, as regards defects which that examination ought to reveal; or (iii) if the contract is a contract by sample, as regards defects which would have been apparent on a reasonable examination of the sample.

Supply of Services

The supply of services by our Group in Hong Kong is regulated by the Supply of Services (Implied Terms) Ordinance (Chapter 457 of the Laws of Hong Kong) ("**SOSO**").

Section 5 of SOSO provides that in a contract for the supply of service where the supplier is acting in the course of a business, there is an implied term that the supplier will carry out the service with reasonable care and skill.

Section 6 of the SOSO provides that, where under a contract for the supply of a service where the supplier is acting in the course of a business, the time for the service to be carried out is not fixed by the contract, is not left to be fixed in a manner agreed by the contract or is not determined by the course of dealing between the parties, there is an implied term that the supplier will carry out the service within a reasonable time.

Control of exemption clauses

The contracts that we enter into with our customers which are governed by the laws of Hong Kong are subject to the Control of Exemption Clauses Ordinance (Chapter 71 of the Laws of Hong Kong) (the "**CECO**") which aims to limit the extent to which civil liability for breach of contract, or for negligence or other breach of duty, can be avoided by means of contract terms and otherwise.

Under section 7 of CECO, a person cannot by reference to any contract term or to a notice given to persons generally or to particular persons exclude or restrict his liability for death or personal injury resulting from negligence. Further, in the case of other loss or damage, a person cannot so exclude or restrict his liability for negligence except in so far as the term or notice satisfies the requirement of reasonableness.

Business registration

The Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong) requires every entity which carries on a business in Hong Kong to apply for business registration. We had held valid business registration certificates throughout the Track Record Period and as of the Latest Practicable Date.

Taxation

The Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) (the "**IRO**") imposes taxes on property, earnings and profits in Hong Kong. The IRO provides, among others, that persons, which include corporations, partnerships, trustees and bodies of persons, carrying on any trade, profession or business in Hong Kong are chargeable to tax on all profits (excluding profits arising from the sale of capital assets) arising in or derived from Hong Kong from such trade, profession or business.

Our profits arising in or derived from Hong Kong are subject to the profits tax regime under the IRO. As of the Latest Practicable Date, the standard profits tax rate for corporations in Hong Kong was 16.5%.

Laws relating to Transfer Pricing

The IRO stipulates that related party transactions must be conducted on an arm's length basis to prevent tax avoidance. The Inland Revenue (Amendment) (No. 6) Ordinance 2018 codified this principle and implemented documentation requirements under the Base Erosion and Profit Shifting framework. Under Section 50AAF of the IRO, the Inland Revenue Department is empowered to adjust a taxpayer's profits upwards or losses downwards if the pricing of transactions with associated persons differs from that between independent persons and has created a Hong Kong tax advantage.

Pursuant to Section 58C and Schedule 17I of the IRO, Hong Kong entities are required to prepare master and local files unless they meet specific exemption thresholds. Taxpayers meeting any two of the following conditions are not required to prepare such files: total revenue for the accounting period not exceeding HK$400 million, total assets at the end of the accounting period not exceeding HK$300 million, or having an average of no more than 100 employees.

Furthermore, an enterprise will not be required to prepare a local file for a specific transaction type if the amount is below the prescribed thresholds, including HK$220 million for transfer of properties, HK$110 million for financial assets or intangibles, and HK$44 million for any other transactions. Taxpayers must make reasonable efforts to determine arm's length pricing, as failures leading to tax undercharges may result in assessments for additional tax and penalties under Section 82A of the IRO.

Mandatory Provident Fund ("MPF")

Under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) ("**MPFSO**"), except for exempt persons, employers (other than employers in the construction industry and catering industry) should enroll their regular employees (i.e. employees who are at least 18 but under 65 years of age and employed for 60 days or more) in a MPF scheme, which is an employment-based retirement protection system, within the first 60 days of employment.

Pursuant to the MPFSO, employers and employees (other than those employees whose monthly relevant income is less than HK$7,100) are each required to make a contribution of 5% of the employees' relevant income (including any wages, salary, leave pay, fee, commission, bonus, gratuity, perquisite or allowance expressed in monetary terms) to the MPF scheme, subject to a maximum contribution of HK$1,500.

Minimum Wage

The Minimum Wage Ordinance establishes a statutory minimum wage regime to provide for a minimum wage at an hourly rate for employees employed under a contract of employment under the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), save for stipulated exceptions.

The statutory minimum wage is currently set at HK$42.1 per hour.

Import and Export

The Import and Export Ordinance (Chapter 60 of the Laws of Hong Kong) (the "**IEO**") provides for the regulation and control of the import of articles into Hong Kong, the export of articles from Hong Kong, the handling and carriage of articles within Hong Kong which have been imported into Hong Kong or which may be exported from Hong Kong, and any matter incidental to or connected with the foregoing. The import and export of certain articles are prohibited under sections 6C and 6D unless with the relevant licences which are issued under section 3 of the IEO. Pursuant to section 6C of the IEO, no person shall import any article specified in schedule 1 to the Import and Export (General) Regulations (Chapter 60A of the Laws of Hong Kong) (the "**IEGR**") except under and in accordance with an import licence issued by the Director-General of Trade and Industry under section 3 of the IEO. Section 6D of the IEO provides that no person shall export any article specified in the second column of schedule 2 to the IEGR to the place specified opposite thereto in the third column of the schedule except under and in accordance with an export licence issued by the Director-General of Trade and Industry under section 3 of the IEO. Any person who contravenes sections 6C or 6D of the IEO shall be guilty of an offense and liable to a fine of HK$500,000 and to imprisonment for two years on summary conviction, or a fine of HK$2,000,000 and to imprisonment for seven years on conviction on indictment.

During the Track Record Period and as of the Latest Practicable Date, our Group had not imported any articles which would contravene section 6C of the IEO nor exported any articles which would contravene section 6D of the IEO, and is not required to obtain a licence under section 3 of the IEO.

Import and Export Registration

Regulation 3 of the Import and Export (Registration) Regulations (Chapter 60E of the Laws of Hong Kong) (the "**IERR**") sets out exemptions in respect of regulations 4 and 5. Pursuant to regulation 4 of the IERR, every person who imports any article other than an exempted article shall lodge with the Commissioner of Customs and Excise an accurate and complete import declaration relating to such article using the specified system, in accordance with the requirements that the Commissioner of Customs and Excise may specify. Every declaration required to be lodged shall be lodged within 14 days after the importation of the article to which it relates.

Regulation 5 of the IERR requires that every person who exports or re-exports any article other than an exempted article shall lodge with the Commissioner of Customs and Excise an accurate and complete export declaration relating to such article using the specified system, in accordance with the requirements that the Commissioner of Customs and Excise may specify. Every declaration required to be lodged shall be lodged within 14 days after the exportation of the article to which it relates.

Any person fails or neglects to do such declaration as required under regulations 4 and 5 of the IERR within 14 days after the importation or exportation (as the case may be) of the article to which it relates without any reasonable excuse shall be liable to (1) a fine of HK$2,000 upon summary conviction; and (2) commencing from the date of conviction, a fine of HK$100 in respect of everyday during which his failure or neglect to lodge such declaration in that manners continues. Further, any person who knowingly or recklessly lodges any declaration with the Commissioner of Customs and Excise that is inaccurate in any material particular shall be liable on summary conviction to a fine of HK$10,000.

TAIWAN REGULATION

Similarly, the Patent Act (《專利法》) is the principal legislation governing the protection of inventions, utility models, and designs in Taiwan. To qualify for protection, inventions and utility models must satisfy the requirements of novelty, inventiveness, and industrial applicability. The Taiwan Intellectual Property Office (TIPO) is the competent authority responsible for the administration, examination, and registration of patent rights in Taiwan.