LAWS AND REGULATIONS RELATING TO OUR BUSINESS IN THE PRC

Laws and Regulations Relating to Corporate Establishment and Foreign Investment

The establishment, operation and management of corporate entities in the PRC are governed by the PRC Company Law, which was promulgated by the Standing Committee of the National People's Congress (the "**SCNPC**") on 29 December 1993 and was most recently amended on 29 December 2023, and such amendment came into effect on 1 July 2024. The PRC Company Law regulates the organization and activities of companies, which are classified into limited liability companies and joint stock limited companies. Both types of companies possess the status of a legal person, and the liability of shareholders of a limited liability company or a joint stock limited company is limited to the amount of capital contribution subscribed by them or the shares subscribed by them, respectively. The PRC Company Law applies to foreign-invested companies in the form of a limited liability company or a joint stock limited company. Where the laws on foreign investment provide otherwise, such provisions shall prevail.

Foreign-invested enterprises in the PRC are also subject to foreign investment laws and regulations, including the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法》) (the "**Foreign Investment Law**"), which was promulgated by the NPC on 15 March 2019 and came into effect on 1 January 2020, and the Regulations for the Implementation of the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法實施條例》), which was promulgated by the State Council on 26 December 2019 and came into effect on 1 January 2020. Pursuant to the Foreign Investment Law, the PRC adopts a system of pre-entry national treatment plus a negative list for the administration of foreign investment. On 6 September 2024, the NDRC and the MOFCOM jointly promulgated the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2024 Edition) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the "**Negative List**"), which came into effect on 1 November 2024. The Negative List sets out the ownership requirements, senior management requirements and other special administrative measures for the access of foreign investment. Sectors not specified in the Negative List shall be administered under the principle of equal treatment for both domestic and foreign investment. As at the Latest Practicable Date, our business operations did not fall within the scope of the Negative List.

Overview of Industrial Policies

On 12 March 2021, the NPC promulgated the Outline of the 14th Five-Year Plan (2021-2025) for National Economic and Social Development and Long-Range Objectives for 2035 (《中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要》), which provides that China will accelerate the construction of a national integrated big data centre system, strengthen the overall planning and intelligent scheduling of computing power, and construct national hub nodes and big data centre clusters, as well as exascale (E-level) and 10-exascale supercomputing centres.

On 27 March 2024, the Ministry of Industry and Information Technology (the "**MIIT**") and six other PRC authorities jointly issued the Implementation Plan for Promoting Equipment Renewals in Industrial Fields (《推動工業領域設備更新實施方案》), which provides that an integrated system of industrial basic computing power resources and application capacity shall be established. The plan also stipulates that the deployment of industrial edge data centres shall be accelerated, edge computing facilities oriented to specific scenarios shall be constructed, and the coordinated development of "cloud-edge" computing power shall be promoted. In addition, the supply of high-performance intelligent computing shall be increased, and intelligent computing centres shall be established in computing power hub nodes.

On 21 August 2025, the State Council issued the Opinions of the State Council on Deepening the Implementation of the "Artificial Intelligence+" Initiative (《關於深入實施「人工智能+」行動的意見》), stipulating that the overall coordination of intelligent computing power shall be strengthened. The opinions call for accelerating technological breakthroughs and the engineering implementation of ultra-large-scale intelligent computing clusters. The opinions also emphasize optimising the national layout of intelligent computing resources, improving the national integrated computing power network, fully leveraging the role of the national hub nodes for "Eastern Data and Western Computing", and enhancing the coordination of resources such as data, computing power, electricity and networks. Furthermore, the opinions require strengthening the interconnection and supply-demand matching of intelligent computing power, innovating intelligent computing infrastructure operation models, encouraging the development of standardised and scalable computing cloud services, and promoting the inclusive, user-friendly, economical, efficient, green and secure supply of intelligent computing power.

Laws and Regulations Relating to Production Safety

Pursuant to the Production Safety Law of the People's Republic of China (《中華人民共和國安全生產法》) (the "**Production Safety Law**"), which was promulgated by the SCNPC on 29 June 2002, last amended on 10 June 2021 and came into effect on 1 September 2021, production and business operation entities shall abide by the Production Safety Law and other laws and regulations concerning production safety, strengthen the management of production safety, and establish and improve the responsibility system for production safety for all employees and rules and regulations on production safety.

Laws and Regulations Relating to Product Quality

Pursuant to the Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》), which was promulgated by the SCNPC on 22 February 1993, last amended on 29 December 2018 and came into effect on the same date, producers shall be responsible for the quality of their products. Where a defect in a product causes personal injury or damage to property other than the defective product itself, the producer shall bear liability for compensation.

Regulations Relating to Anti-Unfair Competition

Pursuant to the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》) (the "**Anti-Unfair Competition Law**"), which was promulgated by the SCNPC on 2 September 1993, last amended on 27 June 2025 and came into effect on 15 October 2025, business operators shall, in their production and business operation activities, abide by the principles of voluntariness, equality, fairness, honesty and integrity, and observe laws and business ethics. Where a business operator violates the provisions of the Anti-Unfair Competition Law, engages in unfair competition acts and causes damage to another business operator, it shall bear liability for compensation.

Laws and Regulations Relating to Property

Pursuant to the Administrative Measures for Commodity Housing Leasing (《商品房屋租賃管理辦法》), which was promulgated by the Ministry of Housing and Urban-Rural Development on 1 December 2010 and came into effect on 1 February 2011, parties to a housing lease shall complete lease registration and filing procedures with the competent construction (real estate) departments of the place where the property is located within 30 days from the signing of the lease contract. Organisations that fail to fulfil the obligation of completing lease registration and filing procedures shall be ordered by the construction (real estate) departments of the people's governments of municipalities directly under the Central Government, cities or counties to make corrections within a prescribed period; where the organisation fails to make corrections within the prescribed period, a fine ranging from RMB1,000 to RMB10,000 shall be imposed.

Pursuant to the Civil Code of the People's Republic of China (《中華人民共和國民法典》) (the "**Civil Code**"), a lessee may sublease the leased premises to a third party, subject to the consent of the lessor. The lessor is entitled to terminate the lease contract if the lessee subleases the premises without the consent of the lessor. Where the lessor knows or should know of the sublease by the lessee but fails to raise any objection within six months, the lessor shall be deemed to have agreed to the sublease.

Laws and Regulations Relating to Environmental Protection

Pursuant to the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), which was promulgated by the SCNPC on 13 September 1979, most recently amended on 24 April 2014 and came into effect on 1 January 2015, enterprises, public institutions and other producers and business operators shall prevent and reduce environmental pollution and ecological damage, and shall be liable for the damages caused by them in accordance with the law. Pursuant to the Categorised Management Catalogue of Pollutant Discharge Permits for Stationary Pollution Sources (《固定污染源排污許可分類管理名錄》), which was issued by the Ministry of Ecology and Environment and came into effect on 20 December 2019, pollutant discharging entities that generate or discharge a small amount of pollutants or have a minimal impact on the environment shall be subject to registration-based management of pollutant discharge permits. Entities subject to such registration-based management are not required to apply for a pollutant discharge permit, but shall complete the pollutant discharge registration on the National Pollutant Discharge Permit Management Information Platform.

Laws and Regulations Relating to Fire Security

Pursuant to the Administrative Measures for Fire Safety Management of Leased Factory Buildings and Warehouses (Trial) (《租賃廠房和倉庫消防安全管理辦法(試行)》), which was promulgated by the National Fire and Rescue Administration on 14 July 2023 and came into effect on the same date, the lessor, the lessee and the property service enterprise of a leased factory building or warehouse shall fulfil their respective fire safety responsibilities and strengthen fire safety management. In addition, the leased factory buildings and warehouses shall comply with the fire safety requirements, and the usage nature and function of the factory buildings and warehouses shall not be changed in violation of regulations.

Laws and Regulations Relating to Customs

Pursuant to the Customs Law of the People's Republic of China (《中華人民共和國海關法》), which was promulgated by the SCNPC on 22 January 1987 and was most recently amended on 29 April 2021, and such amendment came into effect on the same date, unless otherwise provided for, the declaration of import or export goods may be made by the consignees or consignors, or by customs declaration enterprises entrusted by them. The consignee of import goods and the consignor of export goods shall make an accurate declaration and submit the import or export licences and relevant documents to the customs authorities for examination. Pursuant to the Administrative Provisions of the Customs of the People's Republic of China on the Record-filing of Customs Declaration Entities (《中華人民共和國海關報關單位備案管理規定》), which was promulgated by the General Administration of Customs on 19 November 2021 and came into effect on 1 January 2022, consignees and consignors of import or export goods as well as customs declaration enterprises engaged in customs declaration shall undergo record-filing procedures with the competent customs authority.

Laws and Regulations Relating to Intellectual Property Rights

Trademarks

Pursuant to the Trademark Law of the People's Republic of China (《中華人民共和國商標法》), which was promulgated by the SCNPC on 23 August 1982, was most recently amended on 23 April 2019 and came into effect on 1 November 2019, and the Regulation on the Implementation of the Trademark Law of the People's Republic of China (《中華人民共和國商標法實施條例》), which was promulgated by the State Council on 3 August 2002, was most recently amended on 29 April 2014 and came into effect on 1 May 2014, registered trademarks in the PRC include trademarks for goods, service trademarks, collective trademarks and certification trademarks. The Trademark Office of the China National Intellectual Property Administration handles trademark registrations and grants a validity period of ten years to registered trademarks, which may be renewed for a further ten years upon request prior to the expiry of the period of validity.

Patents

Pursuant to the Patent Law of the People's Republic of China (《中華人民共和國專利法》), which was promulgated by the SCNPC on 12 March 1984, most recently amended on 17 October 2020 and came into effect on 1 June 2021, and the Implementation Rules of the Patent Law of the People's Republic of China (《中華人民共和國專利法實施細則》), which were promulgated by the State Council and most recently amended on 11 December 2023 and came into effect on 20 January 2024, patents in the PRC fall into three categories: invention patents, utility model patents and design patents. The term of patent protection for invention patents is 20 years, the term of patent protection for utility model patents is 10 years, and the term of patent protection for design patents is 15 years, all commencing from the date of application.

Copyright

Pursuant to the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》), which was promulgated by the SCNPC on 11 November 2020 and came into effect on 1 June 2021, and the Regulations for the Implementation of the Copyright Law of the People's Republic of China (《中華人民共和國著作權法實施條例》), which was promulgated by the State Council on 2 August 2002, and was most recently amended on 30 January 2013 and came into effect on 1 March 2013, Chinese citizens, legal persons or organisations without legal personality shall enjoy copyright in their works, whether published or not. Copyright owners enjoy various rights, including the right of publication, the right of authorship and the right of reproduction. In addition, the Copyright Protection Centre of China (the "**CPCC**") administers a voluntary registration system and issues work registration certificates upon successful registration.

Pursuant to the Regulation on the Protection of Computer Software (《計算機軟件保護條例》), which was promulgated by the State Council on 4 June 1991, most recently amended on 30 January 2013 and came into effect on 1 March 2013, and the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》), which was promulgated on 6 April 1992, most recently amended by the National Copyright Administration of China on 1 July 2004 and came into effect on the same date, the CPCC shall grant registration certificates to computer software copyright applicants which comply with the provisions of the Regulation on the Protection of Computer Software and the Measures for the Registration of Computer Software Copyright.

Domain Names

Pursuant to the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》), which was promulgated by the MIIT on 24 August 2017 and came into effect on 1 November 2017, the principle of "first-to-file" applies to domain name registrations. Upon completion of the domain name registration, the applicant becomes the holder of the registered domain name.

Laws and Regulations Relating to Employment and Social Security

Labour Contract

Pursuant to the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), which was promulgated by the SCNPC on 5 July 1994, most recently amended on 29 December 2018 and came into effect on the same date, an employer shall establish and improve labour rules and regulations in accordance with the law, safeguard the labour rights of workers and discharge its labour obligations. A labour contract shall be concluded to establish labour relationships. The Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and the Regulations on the Implementation of the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法實施條例》) further prescribe the rules governing the entire process of the conclusion, performance, variation, termination and expiry of labour contracts, and specify the rights and obligations of employers and employees as well as the relevant legal liabilities.

Social Insurance and Housing Provident Fund

Pursuant to the Social Insurance Law of the People's Republic of China (《中華人民共和國社會保險法》), which was promulgated by the SCNPC on 28 October 2010, most recently amended on 29 December 2018 and came into effect on the same date, employers shall declare and make social insurance contributions in full and on time on their own initiative. Social insurance contributions shall not be deferred, reduced or exempted except for statutory causes such as force majeure.

Pursuant to the Regulation on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was promulgated by the State Council on 3 April 1999, most recently amended on 24 March 2019 and came into effect on the same date, employers shall make housing provident fund contributions in full and on time.

The Interpretation of the Supreme People's Court on the Application of Law in the Trial of Labour Dispute Cases (II) (《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)》), which came into effect on 1 September 2025, stipulates that where an employer and an employee agree, or the employee provides a written pledge to the employer, to waive social insurance contributions, the people's court shall determine such agreement or pledge as void. Where an employer fails to pay social insurance premiums in accordance with the law, and the employee terminates the labour contract and claims economic compensation pursuant to the Labour Contract Law, the people's court shall support such claim in accordance with the law.

Laws and Regulations Relating to Tax

Enterprise Income Tax

Pursuant to the EIT Law, which was promulgated by the SCNPC on 16 March 2007, was most recently amended on 29 December 2018 and came into effect on 29 December 2018, and the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), which was promulgated by the State Council on 6 December 2007, was most recently amended on 6 December 2024 and came into effect on 20 January 2025, an enterprise established in the PRC in accordance with the law, or an enterprise established in accordance with the laws of a foreign country (region) but with its de facto management body located within the PRC, shall be treated as a resident enterprise. A resident enterprise shall be subject to enterprise income tax at a rate of 25% on its income derived from sources both within and outside the PRC. High and new technology enterprises supported by the State may enjoy a reduced enterprise income tax rate of 15%.

Value-Added Tax

Pursuant to the Value-Added Tax Law of the People's Republic of China (《中華人民共和國增值稅法》), which was promulgated by the SCNPC on 25 December 2024 and came into effect on 1 January 2026, generally, taxpayers selling goods, providing processing, repair and replacement services or leasing services of tangible movable property, or importing goods are subject to a tax rate of 13%; and taxpayers selling services or intangible assets are subject to a tax rate of 6%.

Laws and Regulations Relating to Overseas Investment

Pursuant to the Administrative Measures for the Outbound Investment of Enterprises (《企業境外投資管理辦法》), which was issued by the NDRC on 26 December 2017 and came into effect on 1 March 2018, investors shall, in respect of overseas investment, go through the formalities such as approval and filing for overseas investment projects, report relevant information, and cooperate in supervisory inspection. Overseas investment projects subject to filing administration are non-sensitive projects directly carried out by investors, namely, non-sensitive projects involving the direct contribution of assets, rights and interests or the provision of financing or guarantees.

Pursuant to the Administrative Measures for Outbound Investment (《境外投資管理辦法》), which was promulgated by the MOFCOM on 16 March 2009, last amended on 6 September 2014 and came into effect on 6 October 2014, overseas investments by enterprises involving sensitive countries and regions or sensitive industries shall be subject to verification. Overseas investments under other circumstances shall be subject to filing administration. For overseas investments subject to filing, central enterprises shall complete the filing formalities with the MOFCOM, and local enterprises shall complete the filing formalities with the competent provincial commerce departments where they are located.

Laws and Regulations Relating to Foreign Exchange

Pursuant to the Circular of the State Administration of Foreign Exchange on Reforming the Management Approach regarding the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》), which was promulgated by the SAFE on 30 March 2015 and came into effect on 1 June 2015, the foreign exchange capital in the capital accounts of foreign-invested enterprises, for which the monetary contribution has been confirmed by the foreign exchange authorities (or for which the monetary contribution has been registered for account entry), may be settled at a bank as required by the enterprises' actual management needs. The proportion of such willingness-based foreign exchange settlement of capital for a foreign-invested enterprise is temporarily set at 100%.

The Circular of the State Administration of Foreign Exchange Administration of Foreign Exchange on Further Deepening Reform to Promote Cross-border Trade and Investment Facilitation (《國家外匯管理局關於進一步深化改革促進跨境貿易投資便利化的通知》), which was issued by the SAFE and came into effect on 4 December 2023, stipulates that foreign exchange receipts under capital accounts (including foreign exchange capital and foreign debts) of non-financial enterprises and the RMB funds settled therefrom shall be used in accordance with the principles of truthfulness and self-use, and shall not be used, directly or indirectly, for expenditures prohibited by the laws and regulations of the PRC. Unless otherwise prescribed, such funds shall not be used for: (i) securities investment or other investment and wealth management (except for wealth management products and structured deposits with a risk rating of Grade II or lower); (ii) granting loans to non-affiliated enterprises (except where explicitly permitted by the scope of business or for enterprises in designated key regions); or (iii) purchasing residential properties not for self-use (except for enterprises engaged in real estate development and leasing).

Laws and Regulations Relating to Information Security and Data Protection

On 10 June 2021, the SCNPC promulgated the Data Security Law of the People's Republic of China (《中華人民共和國數據安全法》) (the "**Data Security Law**"), which came into effect on 1 September 2021. The Data Security Law establishes the regulatory framework and sets out the responsibilities of the relevant administrative authorities in regulating data security.

On 7 November 2016, the SCNPC promulgated the Cybersecurity Law of the People's Republic of China (《中華人民共和國網絡安全法》) (the "**Cybersecurity Law**"), which was most recently amended on 28 October 2025 and came into effect on 1 January 2026. Pursuant to the Cybersecurity Law, network operators are required to fulfil their obligations to safeguard network security when conducting business and providing services. Providers of network products and services shall take technical measures and other necessary measures in accordance with laws, regulations and compulsory national standards to ensure the safe and stable operation of networks, effectively respond to cybersecurity incidents, prevent illegal and criminal activities, and maintain the integrity, confidentiality and availability of network data. Network operators are prohibited from collecting personal information irrelevant to the services they provide, or from collecting or using personal information in violation of the provisions of laws or agreements with users. Additionally, operators of critical information infrastructure shall store within the PRC all personal information and important data collected and produced within the PRC. The purchase of network products and services by operators of critical information infrastructure that may affect national security shall be subject to national cybersecurity review.

Pursuant to the Regulations on the Security Protection of Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》) (the "**CII Regulations**"), which were promulgated by the State Council on 30 July 2021 and came into effect on 1 September 2021, "critical information infrastructure" refers to important network facilities and information systems in important industries and fields such as public communications and information services, energy, transportation, water conservancy, finance, public services, e-government and national defence science, technology and industry, as well as other important network facilities and information systems which, in case of destruction, loss of function or leakage of data, may result in serious damage to national security, the national economy and the people's livelihood and public interests. The CII Regulations supplement and elaborate on the provisions on the security of critical information infrastructure as set out in the Cybersecurity Law, and provide that the competent administrative authorities and supervision and management authorities of the aforementioned important industries are responsible for (i) organising the identification of critical information infrastructure in their respective industries in accordance with relevant identification rules, and (ii) promptly notifying the operators so identified and the Ministry of Public Security of the PRC of the identification results. The CII Regulations require that the relevant operators shall submit a report to the competent PRC administrative authority in accordance with relevant provisions upon the occurrence of any major cybersecurity incident or the discovery of any major cybersecurity threat to the critical information infrastructure. Additionally, operators of critical information infrastructure are required to prioritise the purchase of safe and trusted network products and services. If the purchase of such network products and services may affect national security, such operators shall undergo and pass a cybersecurity review.

On 28 December 2021, the Cyberspace Administration of China (the "**CAC**"), jointly with 12 other PRC departments, promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》) (the "**Cybersecurity Review Measures**"), which came into effect on 15 February 2022. Pursuant to the Cybersecurity Review Measures, the purchase of network products and services by critical information infrastructure operators and the data processing activities carried out by network platform operators, which affect or may affect national security, are subject to cybersecurity review. In addition, network platform operators holding personal information of more than one million users shall be subject to cybersecurity review before listing in a foreign country.

On 7 July 2022, the CAC promulgated the Measures for the Security Assessment of Outbound Data Transfer (《數據出境安全評估辦法》), which came into effect on 1 September 2022. The Measures for the Security Assessment of Outbound Data Transfer stipulate that data processors who transfer data abroad shall apply to the CAC for a security assessment if certain thresholds are met.

On 22 March 2024, the CAC promulgated the Provisions on Promoting and Regulating Cross-border Data Flow (《促進和規範數據跨境流動規定》) (the "**Provisions on Data Flow**"), which came into effect on the same date. The Provisions on Data Flow updated the regulatory mechanisms for outbound data transfers. Pursuant to the Provisions on Data Flow, data processors shall apply to the CAC for an outbound data transfer security assessment in any of the following circumstances: (i) where a critical information infrastructure operator provides personal information or important data abroad; or (ii) where a data processor, other than a critical information infrastructure operator, provides important data abroad or, cumulatively since 1 January of the current year, provides personal information (excluding sensitive personal information) of more than one million people or sensitive personal information of more than 10,000 people to overseas parties. Where the data has not been identified or publicly announced as important data by relevant departments or regions, data processors are not required to declare a security assessment for cross-border provision of such data as important data. A data processor, other than a critical information infrastructure operator, shall enter into a standard contract with overseas recipients for the provision of personal information abroad or undergo certification for the protection of personal information if it provides abroad, cumulatively since 1 January of the current year, personal information (excluding sensitive personal information) of not less than 100,000 but less than one million persons, or sensitive personal information of less than 10,000 persons. The Provisions on Data Flow also include certain exemptions.

On 24 September 2024, the Regulations on Network Data Security Management (《網絡數據安全管理條例》) were promulgated by the State Council and came into effect on 1 January 2025. The Regulations on Network Data Security Management reaffirm the general regulations for data processing activities and rules for the protection of personal information, security of important data, and obligations of network platform service providers.

Laws and Regulations Relating to Overseas Listing

On 17 February 2023, the CSRC promulgated the Overseas Listing Trial Measures and five related guidelines, which came into effect on 31 March 2023. The Overseas Listing Trial Measures introduce a new filing regime which requires PRC domestic companies to register their direct and indirect overseas listings and securities offerings with the CSRC by filing materials on key compliance issues. The Overseas Listing Trial Measures provide that overseas listing and offering are explicitly prohibited if any of the following circumstances applies: (i) such securities offering and listing are explicitly prohibited by specific laws and regulations; (ii) the proposed securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council; (iii) the domestic company or its controlling shareholder(s) and the actual controller have committed crimes including corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy in the past three years; (iv) the domestic company is currently under investigation for suspicion of criminal offences or major violations of laws and regulations and no definitive conclusion has been reached; or (v) there are material ownership disputes over equity held by the controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or the actual controller of the domestic company. As advised by our PRC Legal Advisor, we do not fall within any of the aforementioned situations which would prohibit us from listing overseas.

The CSRC and three other PRC authorities jointly promulgated the Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Issuance and Listing of Securities 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》) (the "**Confidentiality Provisions**") on 24 February 2023, which came into effect on 31 March 2023. Pursuant to the Confidentiality Provisions, where a domestic company provides or publicly discloses documents and materials involving state secrets or working secrets of state organs to relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, or provides or publicly discloses such documents and materials through its overseas listing entity or other entities, it shall report to the competent department with the examination and approval authority for approval, and file with the secrecy administration department at the same level. The working papers produced within the territory of the PRC by securities companies and securities service institutions that provide related services for the overseas offering and listing of domestic enterprises shall be kept within the territory of the PRC. Cross-border transfer of such working papers shall undergo the examination and approval procedures in accordance with the relevant regulations.

Overview of Full Circulation of H Shares

On 14 November 2019, the CSRC promulgated the Guidelines for the Application of "Full Circulation" of Unlisted Domestic Shares of H-share Companies (《H股公司境內未上市股份申請「全流通」業務指引》) (the "**Guidelines for Full Circulation**"), which came into effect on the same date and was amended on 10 August 2023. Pursuant to the Guidelines for Full Circulation, "Full Circulation" means the listing and circulation on the Stock Exchange of the unlisted domestic shares of H-share companies (including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued in the PRC after overseas listing and unlisted shares held by foreign shareholders).

Pursuant to the Guidelines for Full Circulation, subject to compliance with relevant laws and regulations as well as policy requirements concerning the administration of state-owned assets, foreign investment and industry supervision, shareholders of unlisted domestic shares may determine the number and proportion of shares for which circulation is to be applied through independent negotiation, and shall authorise the H-share company to file with the CSRC. A domestic joint stock company that has not yet been listed may, at the time of its initial public offering and listing overseas, concurrently file with the CSRC for "Full Circulation".

On 31 December 2019, the CSDC and the Shenzhen Stock Exchange jointly promulgated the Notice on the Release of the Implementing Rules for the "Full Circulation" Business of H Shares (《H股「全流通」業務實施細則》) (the "**Implementation Rules**"), which came into effect on the same date. The Implementation Rules shall apply to the relevant businesses involved in the "Full Circulation" of H Shares, including cross-border re-registration, custody and maintenance of holding details, entrustment of transactions and order routing, settlement, management of clearing participants and services of nominee holders.

Pursuant to the Overseas Listing Trial Measures, for a domestic company directly **[REDACTED]** overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares **[REDACTED]** on an overseas **[REDACTED]** venue shall comply with the relevant regulations promulgated by the CSRC, and authorise the domestic company to file with the CSRC on their behalf.

The Business Guide on H-Share "Full Circulation" of China Securities Depository and Clearing Corporation Limited Shenzhen Branch (《中國證券登記結算有限責任公司深圳分公司H股"全流通"業務指南》), which was promulgated by China Securities Depository and Clearing Corporation Limited Shenzhen Branch on 27 June 2025 and came into effect on 30 June 2025, specifies the business preparation, cross-border transfer registration, initial maintenance of overseas securities deposit and domestic shareholding details, subsequent maintenance of domestic shareholding details, corporate action management, clearing and settlement, risk management and fee arrangement. The CSDC (Hong Kong) promulgated the Business Guidelines on H-Share "Full Circulation" by China Securities Depository and Clearing (Hong Kong) Company Limited (《中國證券登記結算(香港)有限公司H股"全流通"業務指南》) on 20 September 2024, which came into effect on 23 September 2024, to specify the relevant depository, custody, agency services, clearing and settlement, risk management and fee arrangement of the CSDC (Hong Kong).