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## APPENDIX IV SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS

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*This appendix contains a summary of the laws and regulations relating to companies and securities in the PRC. The primary purpose of this summary is to provide potential investors with an overview of the principal laws and regulations applicable to us and is not intended to cover all information important to potential investors. For a discussion of the laws and regulations that specifically govern our business, please refer to the “Regulatory Overview”.*

### PRC LEGAL SYSTEM

The PRC legal system is based on the Constitution of the PRC (《中華人民共和國憲法》) (the “**Constitution**”), which was adopted on December 4, 1982 and last amended on March 11, 2018. The PRC legal system is made up of written laws, administrative regulations, local regulations, autonomous regulations, separate regulations, rules and regulations of State Council departments, rules and regulations of local governments, laws of special administrative regions, international treaties of which the PRC government is a signatory and other regulatory documents. Court judgments do not constitute legally binding precedents, although they are used for the purposes of judicial reference and guidance.

The National People’s Congress (the “**NPC**”) and its Standing Committee are empowered to exercise the legislative power of the State in accordance with the Constitution and the PRC Legislation Law (《中華人民共和國立法法》, the “**Legislation Law**”), which was adopted on July 1, 2000 and amended on March 15, 2015. The NPC has the power to formulate and amend basic laws governing state organs, civil, criminal and other matters. The Standing Committee of the NPC formulates and amends laws other than those required to be enacted by the NPC and to supplement and amend parts of the laws enacted by the NPC during the adjournment of the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws.

The State Council is the highest organ of the PRC administration and has the power to formulate administrative regulations based on the Constitution and laws.

The people’s congresses of provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual requirements of their own respective administrative areas, provided that such local regulations do not contravene any provision of the Constitution, laws or administrative regulations.

The ministries and commissions of the State Council, People’s Bank of China, National Audit Office, the subordinate institutions with administrative functions directly under the State Council and the institutions required by the law may formulate departmental regulations within the jurisdiction of their respective departments based on the laws and administrative regulations, and the decisions and orders of the State Council. The people’s governments of the provinces, autonomous regions, municipalities and cities or autonomous prefectures divided into districts may formulate rules and regulations based on the laws, administrative regulations and local regulations of such provinces, autonomous regions and municipalities. According to the Constitution and the Legislation Law, the power to interpret laws is vested in the Standing Committee of the NPC.

According to the Resolution of the Standing Committee of the National People’s Congress Providing an Improved Interpretation of the Law (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) implemented on June 10, 1981, the Supreme People’s Court of the PRC has the power to give interpretation on issues related to the application of laws in a court trial, and issues related to the application of laws in a prosecution process of a procuratorate should be interpreted by the Supreme People’s Procuratorate. If there is any disagreement in principle between Supreme People’s Court’s interpretations and Supreme People’s Procuratorate’s interpretations, such issues shall be reported to the Standing Committee of the NPC for interpretation or judgment. The other issues related to laws other than the abovementioned should be interpreted by the State Council and the competent authorities. The State Council and its ministries and commissions are also vested with the power to give interpretations of the administrative regulations and departmental rules which they have promulgated. At the regional level, the power to interpret regional laws is vested in the regional legislative and administrative authorities which promulgate such laws.

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### PRC JUDICIAL SYSTEM

Under the Constitution and the PRC Law on the Organization of the People’s Courts (2018 revision) (《中華人民共和國人民法院組織法(2018年修訂)》), the PRC judicial system is made up of the Supreme People’s Court, the local people’s courts and special people’s courts.

The local people’s courts are comprised of the primary people’s courts, the intermediate people’s courts and the higher people’s courts. The higher people’s courts supervise the primary and intermediate people’s courts. The Supreme People’s Court is the highest judicial body in the PRC. It supervises the judicial administration of the people’s courts at all levels.

A people’s court takes the rule of the second instance as the final rule. A party may appeal against the judgment or ruling of the first instance of a local people’s court. The people’s procuratorate may present a protest to the people’s court at the next higher level in accordance with the procedures stipulated by the laws. In the absence of any appeal by the parties and any protest by the people’s procuratorate within the stipulated period, the judgments or rulings of the people’s court are final. Judgments or rulings of the second instance of the intermediate people’s courts, the higher people’s courts and the Supreme People’s Court, and judgments or rulings of the first instance of the Supreme People’s Court are final. However, if the Supreme People’s Court finds some definite errors in a legally effective judgment, ruling or conciliation statement of the people’s court at any level, or if the people’s court at a higher level finds such errors in a legally effective judgment, ruling or conciliation statement of the people’s court at a lower level, it has the authority to review the case itself or to direct the lower-level people’s court to conduct a retrial. If the chief judge of all levels of people’s courts finds some definite errors in a legally effective judgment, ruling or conciliation statement, and considers a retrial is preferred, such case shall be submitted to the judicial committee of the people’s court at the same level for discussion and decision.

The PRC Civil Procedure Law (《中華人民共和國民事訴訟法》) (the “**Civil Procedure Law**”), which was adopted in 1991 and last amended and took effect on January 1, 2024, sets forth the criteria for instituting a civil action, the jurisdiction of the people’s courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or order. All parties to a civil action conducted within the PRC must comply with the Civil Procedure Law. Generally, a civil case is initially heard by the court located in the defendant’s place of domicile. The court of jurisdiction in respect of a civil action may also be chosen by explicit agreement among the parties to a contract, provided that the people’s court having jurisdiction should be located at places substantially connected with the disputes, such as the plaintiff’s or the defendant’s place of domicile, the place where the contract is executed or signed or the place where the object of the action is located, provided that the provisions regarding the level of jurisdiction and exclusive jurisdiction shall not be violated.

A foreign individual, a person without nationality, a foreign enterprise or a foreign organization is given the same litigation rights and obligations as a citizen, a legal person or other organizations of the PRC when initiating actions or defending against litigations at a PRC court. Should a foreign court limit the litigation rights of PRC citizens or enterprises, the PRC court may apply the same limitations to the citizens and enterprises of such foreign country. A foreign individual, a person without nationality, a foreign enterprise or a foreign organization must engage a PRC lawyer in case he or it needs to engage a lawyer for the purpose of initiating actions or defending against litigations at a PRC court. In accordance with the international treaties to which the People’s Republic of China is a signatory or participant or according to the principle of reciprocity, a people’s court and a foreign court may request each other to serve documents, conduct investigation and collect evidence and conduct other actions on its behalf. All parties to a civil action shall perform the legally effective judgments and rulings. If any party to a civil action refuses to abide by a judgment or ruling made by a people’s court or an award made by an arbitration tribunal in the PRC, the other party may apply to the people’s court for the enforcement of the same subject

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to application for postponed enforcement or revocation. If a party fails to satisfy within the stipulated period a judgment which the court has granted an enforcement approval, the court may, upon the application of the other party, mandatorily enforce the judgment on the party.

Where a party applies for enforcement of a judgment or ruling made by a people’s court, and the opposite party or his property is not within the territory of the PRC, the applicant may directly apply to a foreign court with jurisdiction for recognition and enforcement of the judgment or ruling, or apply to a foreign court with jurisdiction or recognition in accordance with the international treaties that China has concluded or acceded to or on a reciprocal basis. A foreign judgment or ruling may also be recognized and enforced by the people’s court in accordance with the PRC enforcement procedures if the PRC has entered into, or acceded to, international treaties with the relevant foreign country, which provided for such recognition and enforcement, or if the judgment or ruling satisfies the court’s examination according to the principle of reciprocity, unless the people’s court considers that the recognition or enforcement of such judgment or ruling would violate the basic legal principles of the PRC, its sovereignty or national security, or against the social and public interests.

### **THE COMPANY LAW, THE INTERIM MEASURES FOR THE ADMINISTRATION OF OVERSEAS SECURITIES OFFERING AND LISTING BY DOMESTIC ENTERPRISE AND THE GUIDELINES FOR THE ARTICLES OF ASSOCIATION OF LISTED COMPANIES**

A joint stock limited company which was incorporated in the PRC and seeking a listing on the Stock Exchange is mainly subject to the following laws and regulations in the PRC:

- The Company Law which was promulgated by the SCNPC on December 29, 1993, came into effect on July 1, 1994, amended or revised on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013, October 26, 2018 and December 29, 2023, and the latest revised Company Law has been implemented on July 1, 2024;
- The Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (the “**Overseas Listing Trial Measures**”) and the Applicable Guidelines under Regulatory Rules for Overseas Issuance which were promulgated by the CSRC on February 17, 2023, came into effect on March 31, 2023, applicable to the overseas share offering and listing of domestic joint stock limited companies. If a domestic company directly issues and lists securities in an overseas market, it shall formulate articles of association with reference to the provisions of the CSRC’s “Guidelines for the Articles of Association of Listed Companies” (《上市公司章程指引》), which was promulgated by the CSRC on March 16, 2006, with the latest revised version promulgated and implemented on March 28, 2025.

Set out below is a summary of the major provisions of the Company Law, the Overseas Listing Trial Measures and Guidelines for Articles of Association of Listed Companies.

#### **General**

A “joint stock limited company” (or “company”) refers to a corporate legal person incorporated in China under the Company Law with its registered capital divided by stocks. The liability of the company for its own debts is limited to all the properties it owns and the liability of its shareholders for the company is limited to the extent of the shares they subscribe for.

#### **Incorporation**

A joint stock limited company may be incorporated by promotion or public offering.

A joint stock limited company may be incorporated by a minimum of one but not more than 200 promoters, and at least half of the promoters must have residence within the PRC.

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The promoters of the offering and establishment of a joint stock company must convene an establishment meeting within 30 days after the issued shares have been fully paid up, and must give notice to all subscribers or make an announcement of the date of the establishment meeting 15 days before the meeting. The establishment meeting shall only be held with the presence of subscribers representing a majority of voting rights. At the establishment meeting, matters including the adoption of articles of association and the election of members of the board of directors and members of the board of supervisors of the company will be dealt with. All resolutions of the establishment meeting require the approval of subscribers with a majority voting rights present at the meeting. The convening and voting procedures of the founding meeting of a joint stock company established by way of promotion shall be stipulated by the articles of association or the promoters’ agreement.

Within 30 days after the conclusion of the establishment meeting, the board of directors must apply to the registration authority for registration of the establishment of the joint stock limited company. A company is formally established, and has the status of a legal person, after the business license has been issued by the relevant registration authority.

When the shareholders engage in civil activities for the establishment of the company, the legal consequences shall be borne by the company. If a shareholder at the time of establishment causes damage to others due to the performance of the company’s establishment duties, the company or the no-fault shareholder may recover compensation from the at-fault shareholder after assuming the liability for compensation.

### **Share capital**

The promoters of a company can make capital contributions in cash or in kind, which can be valued in currency and transferable according to law such as intellectual property rights, land use rights, equity, claims and other non-monetary property based on their appraised value. If capital contribution is made other than in cash, valuation and verification of the property contributed must be carried out.

### **Allotment and issue of shares**

All issue of shares of a joint stock limited company shall be based on the principles of equality and fairness. The same class of shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. It may issue shares at par value or at a premium, but it may not issue shares below the par value.

Under the Overseas Listing Trial Measures, if a domestic enterprise issues shares overseas, it may raise funds and dividend distributions in foreign currency or Renminbi.

To issue shares overseas, the domestic enterprise shall report the application documents for issuance and listing to the CSRC for record-filing within three working days after submission of the application documents for issuance and listing overseas.

### **Transfer of Shares**

The transfer of shares by shareholders should be conducted via the legally established stock exchange or in accordance with other methods as stipulated by the State Council. Transfer of shares by a shareholder shall be made by means of an endorsement or by other means stipulated by applicable laws and regulations. Company shall register the name of the transferee in the register of shareholders after such transfer.

Shares issued by a company before its public offering of shares shall not be transferred within one year of the date on which the company’s stock is listed for trading on a stock exchange. Directors, supervisors and senior management of a company shall not transfer over 25% of the shares held by each of them in the company each year during their term of office determined upon

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taking office and shall not transfer any share of the company held by each of them within one year after the listing date. There is no restriction under the Company Law as to the percentage of shareholding a single shareholder may hold in a company.

### **Registered shares**

The shares issued by a company shall be registered shares. Where the stock is in paper form, the following main items shall be stated:

- (1) company name;
- (2) the date of establishment of the company or the time of issuance of shares; and
- (3) the type of shares, the par value and the number of shares represented, and the number of shares represented by the shares issued without par value.

If the stock is in paper form, the serial number of the stock shall also be indicated, signed by the legal representative, and stamped by the company. If the promoter’s shares are in paper form, the words “promoter’s shares” shall be indicated.

### **Increase of share capital**

According to the Company Law, when the joint stock limited company issues new shares, resolutions shall be passed by a shareholders’ meeting, approving the class and number of the new shares, the issue price of the new shares, the commencement and end of the new share issuance, the class and amount of new shares to be issued to existing shareholders and the amount of capital obtained from the issuance of non-par value shares that is not included in the registered capital. After the new share issuance has been paid up, the change shall be registered with the company registration authorities and an announcement shall be made. A company conducting a public offering of shares shall register the offering with the securities regulatory authority under the State Council and publish a document. After the issued shares have been fully subscribed and paid for, the company shall issue a public announcement.

When a joint stock company issues new shares for the purpose of increasing the registered capital, the shareholders shall not enjoy the preemptive right of subscription, unless the articles of association of the company provide otherwise or the shareholders’ meeting decides that the shareholders shall enjoy the preemptive right of subscription.

### **Reduction of share capital**

A company may reduce its registered capital in accordance with the following procedures prescribed by the Company Law:

- (1) it shall prepare a balance sheet and a property list;
- (2) the reduction of registered capital shall be approved by a shareholders’ meeting;
- (3) it shall inform its creditors of the reduction in capital within 10 days and publish an announcement of the reduction in the newspaper within 30 days or the National Enterprise Credit Information Publicity System after the resolution approving the reduction has been passed;
- (4) creditors may within 30 days after receiving the notice, or within 45 days of the public announcement if no notice has been received, require the company to pay its debts or provide guarantees covering the debts;
- (5) it shall apply to the relevant administration of registration for the registration of the reduction in registered capital.

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### Repurchase of shares

According to the Company Law, a joint stock limited company may not purchase its shares other than for one of the following purposes: (i) to reduce its registered capital; (ii) to merge with another company that holds its shares; (iii) to grant its shares for carrying out an employee stock ownership plan or equity incentive plan; (iv) to purchase its shares from shareholders who are against the resolution regarding the merger or division with other companies at a shareholders’ meeting; (v) use of shares for conversion of convertible corporate bonds issued by a listed company; and (vi) the share buyback is necessary for a listed company to maintain its company value and protect its shareholders’ interest.

The purchase of shares on the grounds set out in (i) and (ii) above shall require approval by way of a resolution passed by the shareholders’ meeting. For a company’s share buyback under any of the circumstances stipulated in (iii), (v) or (vi) of the preceding paragraph shall be subject to a resolution of a meeting of the board of directors with two-thirds or more of the directors present, as stipulated in the articles of association or authorized by the shareholders’ meeting.

Following the purchase of shares in accordance with (i) above, such shares shall be canceled within 10 days from the date of purchase. The shares shall be assigned or deregistered within six months if the share buyback is made under the circumstances stipulated in either (ii) or (iv). The shares held in total by a company after a share buyback under any of the circumstances stipulated in (iii), (v) or (vi) shall not exceed 10% of the company’s total outstanding shares, and shall be assigned or deregistered within three years.

Listed companies making a share buyback shall perform their obligation of information disclosure according to the provisions of the Securities Law. If the share buyback is made under any of the circumstances stipulated in (iii), (v) or (vi) hereof, public centralized trading shall be adopted.

### Shareholders

Under the Company Law, the rights of holders of ordinary shares of a joint stock limited company include:

- (1) the right to attend or appoint a proxy to attend shareholders’ meetings and to vote thereat;
- (2) the right to transfer shares in accordance with laws, administrative regulations and provisions of the articles of association;
- (3) the right to inspect and copy the company’s articles of association, share register, minutes of shareholder’s meetings, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial and accounting reports and to make proposals or enquiries on the company’s operations;
- (4) the right to bring an action in the people’s court to rescind resolutions passed by shareholder’s meetings and board of directors where the articles of association is violated by the above resolutions;
- (5) the right to receive dividends and other types of interest distributed in proportion to the number of shares held, unless the articles of association provide otherwise;
- (6) in the event of the termination or liquidation of the company, the right to participate in the distribution of residual properties of the company in proportion to the number of shares held; and
- (7) other rights granted by laws, administrative regulations, other regulatory documents and the company’s articles of association.

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The obligations of a shareholder include the obligation to abide by the company’s articles of association, to pay the subscription moneys in respect of the shares subscribed for and in accordance with the form of making capital contributions, to be liable for the company’s debts and liabilities to the extent of the amount of his or her subscribed shares and any other shareholders’ obligation specified in the company’s articles of association. Any shareholder causing losses to the company or other shareholders by abusing a shareholder’s rights shall assume compensatory liability according to the law.

Any shareholder causes serious damage to the interests of creditors of the company by abusing the company’s independent corporate status and a shareholder’s limited liability to evade debts shall be jointly and severally liable for the debts of the company.

### **Shareholders’ meetings**

The shareholders’ meeting is the governing authority of the company, which exercises its powers in accordance with the Company Law.

Under the Company Law, the shareholders’ meeting exercises the following principal powers:

- (1) to elect or remove the directors and supervisors (other than the representative supervisors of the employees of the company) and to decide on matters relating to the remuneration of directors and supervisors;
- (2) to examine and approve reports of the board of directors;
- (3) to examine and approve reports of the board of supervisors;
- (4) to examine and approve the company’s proposals for profit distribution plans and loss recovery plans;
- (5) to decide on any increase or reduction of the company’s registered capital;
- (6) to decide on the issue of bonds by the company;
- (7) to decide on issues such as merger, division, dissolution, liquidation of the company, change of corporate form of the company and other matters;
- (8) to amend the articles of association; and
- (9) other powers as provided for in the articles of association.

Shareholders’ meetings are required to be held once every year. Under the Company Law, an extraordinary meeting is required to be held within two months after the occurrence of any of the following:

- (1) the number of directors is less than the number stipulated by the law or less than two thirds of the number specified in the articles of association;
- (2) the aggregate losses of the company which are not recovered reach one-third of the company’s total share capital;
- (3) when shareholders alone or in aggregate holding 10% or more of the company’s shares request the convening of an extraordinary meeting;
- (4) whenever the board of directors deems necessary;
- (5) when the board of supervisors so requests; or
- (6) other circumstances as provided for in the articles of associations.

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Under the Company Law, shareholders’ meetings shall be convened by the board of directors, and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of directors shall preside over the meeting.

Where the board of directors is incapable of performing or not performing its duties of convening the shareholders’ meeting, the board of supervisors shall convene and preside over such meeting in a timely manner. In case the board of supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the company’s shares for 90 days consecutively may unilaterally convene and preside over such meeting.

Under the Company Law, notice of shareholders’ meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders 20 days before the meeting. Notice of extraordinary meetings shall be given to all shareholders 15 days prior to the meeting.

There is no specific provision in the Company Law regarding the number of shareholders constituting a quorum in a shareholders’ meeting.

Under the Company Law, shareholders present at shareholders’ meeting have one vote for each share they hold, except for shareholders of non-ordinary shares. However, shares held by the company do not carry voting rights.

Pursuant to the provisions of the articles of association or a resolution of the shareholders’ meeting, the accumulative voting system may be adopted for the election of directors and supervisors at the shareholders’ meeting. Under the accumulative voting system, each share shall be entitled to vote equivalent to the number of directors or supervisors to be elected at the shareholders’ meeting and shareholders may consolidate their voting rights when casting a vote. Pursuant to the Company Law, resolutions of the shareholders’ meeting shall be adopted by more than half of the voting rights held by the shareholders present at the meeting. However, resolutions of the shareholders’ meeting regarding the following matters shall be adopted by more than two-thirds of the voting rights held by the shareholders present at the meeting: (i) amendments to the articles of association; (ii) the increase or decrease of registered capital; (iii) the merger, division, dissolution, liquidation or change in the form of the company, by way of an ordinary resolution, to be of a nature which may have a material impact on the company and should be adopted by a special resolution.

Under the Company Law, meeting minutes shall be prepared in respect of decisions on matters discussed at the shareholders’ meeting. The host of the meeting and directors attending the meeting shall sign to endorse such minutes. The minutes shall be kept together with the shareholders’ attendance register and the proxy forms.

### **Board of directors**

Under the Company Law, a joint stock limited company shall have a board of directors, which shall consist of three or more members. Members of the board of directors may include representatives of the employees of the company, who shall be democratically elected by the company’s staff at the staff representative assembly, general staff meeting or otherwise. The term of a director shall be stipulated in the articles of association, but no term of office shall last for more than three years. Directors may serve consecutive terms if re-elected. A director shall continue to perform his duties in accordance with the laws, administrative regulations and articles of association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of directors results in the number of directors being less than the quorum.

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Under the Company Law, the board of directors mainly exercises the following powers:

- (1) to convene the shareholders’ meetings and report on its work to the shareholders’ meetings;
- (2) to implement the resolutions passed in shareholders’ meetings;
- (3) to decide on the company’s business plans and investment proposals;
- (4) to formulate the company’s profit distribution proposals and loss recovery proposals;
- (5) to formulate proposals for the increase or reduction of the company’s registered capital and the issuance of corporate bonds;
- (6) to prepare plans for the merger, division, dissolution and change in the form of the company;
- (7) to decide on the set-up of internal management organization of the company;
- (8) to decide on appointment or dismissal of company managers and their remuneration, and decide on appointment or dismissal of deputy managers and person in charge of finance of the company based on the nomination by the managers;
- (9) to formulate the company’s basic management system; and
- (10) to exercise any other power under the articles of association or granted by the shareholders’ meeting.

### **Board meetings**

Under the Company Law, meetings of the board of directors of a joint stock limited company shall be convened at least twice a year. Notice of meeting shall be given to all directors and supervisors 10 days before the meeting. Interim board meetings may be proposed to be convened by shareholders representing more than 10% of voting rights or more than one-third of the directors or board of supervisors. The chairman shall convene and preside over such meeting within 10 days after receiving such proposal. Meetings of the board of directors shall be held only if half or more of the directors are present. Resolutions of the board of directors shall be passed by more than half of all directors. Each director shall have one vote for resolutions to be approved by the board of directors. Directors shall attend board meetings in person.

If a director is unable to attend a board meeting, he/she may appoint another director by a written power of attorney specifying the scope of the authorization to attend the meeting on his/her behalf. If a resolution of the board of directors violates the laws, administrative regulations or the articles of association, resolutions of shareholders’ meeting and as a result of which the company sustains serious losses, the directors participating in the resolution are liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from that liability.

### **Qualification of directors**

The Company Law provides that the following persons may not serve as a director:

- (1) a person who is unable or has limited ability to undertake any civil liabilities;
- (2) a person who has been convicted of an offense of bribery, corruption, embezzlement or misappropriation of property, or the destruction of socialist market economy order; or who has been deprived of his political rights due to his crimes, in each case where less than five years have elapsed since the date of completion of the sentence, or in the case of a suspended sentence, two years have not elapsed since the probation period was completed;

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- (3) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
- (4) a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law and has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of revocation of business license or shutdown order; or
- (5) a person identified as a subject of enforcement for breach of trust by the people’s court for failure to repay a significant amount of overdue debts.

In addition, pursuant to the Guidelines for the Articles of Association of Listed Companies, where a director of a company is a natural person who has been subject to a securities market entry prohibition measure imposed by the CSRC, he/she shall not be able to act as a company director until the period of such measure has expired.

### **Chairman of the board**

Under the Company Law, the board of directors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman are elected with approval of more than half of all the directors. The chairman shall convene and preside over board meetings and examine the implementation of board resolutions. The vice chairman shall assist the work of the chairman. In the event that the chairman is incapable of performing or not performing his/her duties, the duties shall be performed by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his/her duties, a director nominated by more than half of the directors shall perform his/her duties.

### **Board of supervisors**

A joint stock limited company may have a board of supervisors composed of not less than three members. The board of supervisors is made up of representatives of the shareholders and an appropriate proportion of representatives of the employees of the company. The actual proportion shall be stipulated in the articles of association, provided that the proportion of representatives of the employees shall not be less than one third of the supervisors. Representatives of the employees of the company in the board of supervisors shall be democratically elected by the employees at the employees’ representative assembly, employees’ general meeting or otherwise.

The directors and senior management may not act concurrently as supervisors.

The board of supervisors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman of the board of supervisors are elected with approval of more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. In the event that the chairman of the board of supervisors is incapable of performing or not performing his/her duties, the vice chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. In the event that the vice chairman of the board of supervisors is incapable of performing or not performing his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the board of supervisors.

Each term of office of a supervisor is three years and he or she may serve consecutive terms if re-elected. A supervisor shall continue to perform his/her duties in accordance with the laws, administrative regulations and articles of association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office, or if the resignation of supervisors results in the number of supervisors being less than the quorum.

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The board of supervisors of a company shall hold at least one meeting every six months. According to the Company Law, a resolution of the board of supervisors shall be passed by more than half of all the supervisors. The board of supervisors exercises the following powers:

- (1) to review the company’s financial position;
- (2) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, administrative regulations, the articles of association or the resolutions of shareholders’ meeting;
- (3) when the acts of directors and senior management are detrimental to the company’s interests, to require correction of those acts;
- (4) to propose the convening of extraordinary shareholders’ meetings and to convene and preside over shareholders’ meetings when the board of directors fails to perform the duty of convening and presiding over shareholders’ meeting under the Company Law;
- (5) to initiate proposals for resolutions to shareholders’ meeting;
- (6) to initiate proceedings against directors and senior management officers pursuant to the relevant provisions of the Company Law; and
- (7) other powers specified in the articles of association.

Supervisors may attend board meetings and make enquiries or proposals in respect of board resolutions. The board of supervisors may initiate investigations into any irregularities identified in the operation of the company and, where necessary, may engage an accounting firm to assist their work at the company’s expense.

The Company may in accordance with the provisions of its articles of association, set up an audit committee consisting of directors in the board of directors to exercise the powers and functions of the board of supervisors provided in the PRC Company Law, and may exempt from the requirements of having a board of supervisors or supervisors. According to the Guidelines for the Articles of Association of Listed Companies last amended on March 28, 2025, a listed company should set up audit committee to exercise the powers and functions of the board of supervisors provided in the PRC Company Law.

### **Manager and senior management**

Under the Company Law, a company shall have a manager who shall be appointed or removed by the board of directors. The manager shall report to the board of directors and exercise functions and powers as specified in the articles of association or as authorized by the board of directors.

The manager shall attend meetings of the board of directors as a non-voting attendee.

According to the Company Law, senior management refers to the manager, deputy manager(s), person-in-charge of finance, board secretary (in case of a listed company) of a company and other personnel as stipulated in the articles of association.

### **Duties of directors, supervisors and senior management**

Directors, supervisors and senior management of the company are required under the Company Law to comply with the relevant laws, regulations and the articles of association, and have duty of loyalty and duty of diligence to the company. Directors, supervisors and senior management are prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating of the company’s properties. Directors, supervisors and senior management are prohibited from:

- (1) embezzling company property, misappropriation of the company’s capital;

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- (2) depositing the company’s capital into accounts under his own name or the name of other individuals;
- (3) accepting commissions paid by a third party for transactions conducted with the company;
- (4) unauthorized divulgence of confidential business information of the company; or
- (5) other acts in violation of their duty of loyalty to the company.

A director, supervisor or senior management who contravenes any law, administrative regulation or the company’s articles of association in the performance of his/her duties resulting in any loss to the company shall be personally liable to the company.

Pursuant to the Guidelines for the Articles of Association of Listed Companies, senior management officers of a company shall faithfully perform their duties and safe guard the best interests of the company and all its shareholders. Senior management of a company shall be liable for compensation in accordance with the law if they fail to faithfully perform their duties or breach their duty of good faith and cause damage to the interests of the company and holders of public shares.

### **Merger and Division**

Where companies are combined, the parties to the combination shall enter into an agreement on the combination, and prepare balance sheets and lists of property. Each company shall, within ten days of adoption of a resolution regarding the combination, notify the creditors, and within 30 days, issue an announcement in a newspaper or the National Enterprise Credit Information Publicity System. The creditors may, within 30 days of receipt of the notice or within 45 days of issuance of the announcement if they fail to receive the notice, require the company to repay debts or provide corresponding security.

Where companies are combined, the surviving company or the newly formed company shall succeed to the claims and debts of the parties to the combination. Where a company is divided, the property of the company shall be divided accordingly.

Where a company is divided, the company shall prepare a balance sheet and list of property. The company shall, within ten days of adoption of a resolution regarding the division, notify the creditors, and within 30 days, issue an announcement in a newspaper or the National Enterprise Credit Information Publicity System.

The companies after division are jointly and severally liable for the debts of the company before division, unless a written agreement reached before division by the company and the creditors on debt repayment provides otherwise.

### **Finance and accounting**

Under the Company Law, a company shall establish financial and accounting systems according to laws, administrative regulations and the regulations of the competent financial department of the State Council and shall at the end of each financial year prepare a financial and accounting report which shall be audited by an accounting firm as required by law. The company’s financial and accounting report shall be prepared in accordance with provisions of the laws, administrative regulations and the regulations of the financial department of the State Council.

Pursuant to the Company Law, the company’s financial reports shall be made available for shareholders’ inspection at the company 20 days before the convening of an annual general meeting. A joint stock limited company that has publicly offered shares shall publish its financial and accounting reports.

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When distributing each year’s after-tax profits, it shall set aside 10% of its after-tax profits into a statutory common reserve fund (except where the fund has reached over 50% of its registered capital). If its statutory common reserve fund is not sufficient to make up losses of the previous years, profits of the current year shall be applied to make up losses before allocation is made to the statutory common reserve fund pursuant to the above provisions. After allocation of the statutory common reserve fund from after-tax profits, it may, upon a resolution passed at the shareholders’ meeting, allocate discretionary common reserve fund from after-tax profits. The remaining after-tax profits after making up losses and allocation of common reserve fund shall be distributed in proportion to the number of shares held by the shareholders, unless otherwise stipulated in the company’s articles of association. Shares held by the Company shall not be entitled to any distribution of profit.

The Company’s reserve fund shall be applied to make up losses of the company, expand its business operations or be converted to increase the registered capital of the company. Where the reserve of a company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used in accordance with relevant regulations. Upon the conversion of statutory common reserve fund into capital, the balance of the statutory common reserve fund shall not be less than 25% of the registered capital of the company before such conversion.

The Company shall have no other accounting books except the statutory accounting books. Its assets shall not be deposited in any accounts opened in the name of any individual.

### **Appointment and dismissal of accounting firms**

Pursuant to the Company Law, the appointment or dismissal of accounting firms responsible for the auditing of the company shall be determined by shareholders’ meeting, board of directors or board of supervisors in accordance with provisions of articles of association. The accounting firm should be allowed to make representations when the shareholders’ meeting, board of directors or board of supervisors conducts a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidences, accounting books, financial and accounting reports and other accounting information to the accounting firm it employs without any refusal, withholding and misrepresentation.

Pursuant to the Guidelines for the Articles of Association of Listed Companies, the company engages an accounting firm that complies with the provisions of the Securities Law to carryout audit of accounting statements, verification of net assets and other related advisory services for a period of one year, which is renewable.

### **Distribution of profits**

According to the Company Law, a company shall not distribute profits before losses are covered and the statutory common reserve is drawn.

### **Dissolution and liquidation**

According to the Company Law, a company shall be dissolved by any reasons of the following: (i) the term of its operations set down in the articles of association has expired or other events of dissolution specified in the articles of association have occurred; (ii) the shareholders’ meeting have resolved to dissolve the company; (iii) the company is dissolved by reason of merger or division; (iv) the business license is revoked; the company is ordered to close down or be dissolved in accordance with the laws; or (v) the company is dissolved by the people’s court in response to the request of shareholders holding shares that represent more than 10% of the voting rights of all its shareholders, on the grounds that the operation and management of the company has suffered serious difficulties that cannot be resolved through other means, rendering ongoing existence of the company a cause for significant losses to the shareholders.

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In the event of (i) or (ii) above and has not distributed assets to its shareholders, it may continue its existence by amending its articles of association or by resolution of the shareholders’ meeting. The amendment of the articles of association in accordance with provisions set out above shall require approval of more than two thirds of voting rights of shareholders attending a shareholders’ meeting.

Where the company is dissolved in the circumstances described in subparagraphs (i), (ii), (iv), or (v) above, a liquidation group shall be established and the liquidation process shall commence within 15 days after the occurrence of an event of dissolution. The liquidation team shall be composed of directors, unless it is otherwise stipulated by the company’s articles of association or appointed by resolution of the shareholders’ meeting. If a liquidation group is not established within the stipulated period, the company’s creditors may file an application with a people’s court to appoint relevant personnel to form a liquidation committee to administer the liquidation.

The liquidation group shall exercise the following powers during the liquidation period:

- (1) to sort out the company’s assets and to prepare a statement of financial position and an inventory of assets, respectively;
- (2) to notify creditors through notice or public announcement;
- (3) to deal with the company’s outstanding businesses related to liquidation;
- (4) to pay any tax overdue as well as tax amounts arising from the process of liquidation;
- (5) to settle claims and liabilities;
- (6) to handle the company’s remaining assets after its debts have been paid off; and
- (7) to represent the company in civil lawsuits.

The liquidation group shall notify the company’s creditors within 10 days after its establishment and make a public announcement through a newspaper or the National Enterprise Credit Information Publicity System. A creditor shall lodge his claim with the liquidation group within 30 days after receiving notification, or within 45 days of the public notice if he did not receive any notification. A creditor shall state all matters relevant to his creditor rights in making his claim and furnish evidence. The liquidation group shall register such creditor rights. The liquidation group shall not make any debt settlement to creditors during the period of claim.

Upon liquidation of properties and the preparation of the required statement of financial position and inventory of assets, the liquidation group shall draw up a liquidation plan to be submitted to the shareholders’ meeting or people’s court for confirmation. The company’s remaining assets after payment of liquidation expenses, wages, social insurance expenses and statutory compensation, outstanding taxes and debts shall be distributed to shareholders according to their shareholding proportion. The company shall continue to exist during the liquidation period, although it can only engage in any operating activities that are related to the liquidation. The company’s properties shall not be distributed to the shareholders before repayments are made in accordance with the requirements described above.

Upon liquidation of the company’s properties and the preparation of the required statement of financial position and inventory of assets, if the liquidation group becomes aware that the company does not have sufficient assets to cover its liabilities, it must apply to the people’s court for a declaration for bankruptcy. Following such declaration, the liquidation group shall hand over liquidation affairs to the administrator designated by the people’s court.

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Upon completion of the liquidation, the liquidation group shall submit a liquidation report to the shareholders’ meeting or the people’s court for verification. Thereafter, the report shall be submitted to the registration authority of the company in order to cancel the company’s registration, and a public notice of its termination shall be issued. Members of the liquidation group shall fulfill liquidation responsibilities with a duty of loyalty and diligence.

Any member of the liquidation group who neglects their liquidation responsibilities and causes losses to the company shall be liable for compensation; if losses are caused to any creditor due to intent or gross negligence, such member shall be liable for compensation.

If a company does not incur any debt during its existence, or has paid off all its debts, it may, upon the commitment of all shareholders, cancel the company registration through simplified procedures in accordance with regulations.

### **Amendments to articles of association**

Pursuant to Company Law, the resolution of a shareholders’ meeting regarding any amendment to a company’s articles of association requires affirmative votes by at least two-thirds of the votes held by shareholders attending the meeting.

According to the Guidelines for the Articles of Association of Listed Companies, if the amendments to the articles of association approved by the resolution of the meeting of shareholders are subject to approval by the competent authority, they must be reported to the competent authority for approval; if they involve company registration matters, the modification registrations shall be handled according to law. Where the amendments to the articles of association belong to information required to be disclosed by laws and regulations, such amendments shall be announced in accordance with the regulations.

### **Loss of share certificates**

If a share certificate is lost, stolen or destroyed, the relevant shareholder may apply, in accordance with the relevant provisions set out in the Civil Procedure Law, to a people’s court to declare such certificate invalid. After the people’s court declares the invalidity of such certificate, the shareholder may apply to the company for a replacement share certificate.

## **SECURITIES LAW AND REGULATIONS**

The PRC has promulgated a number of regulations that relate to the issue and trading of shares and disclosure of information. In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions of securities markets, supervising securities companies, regulating public offers of securities by PRC companies in the PRC or overseas, regulating the trading of securities, compiling securities related statistics and undertaking relevant research and analysis. In April 1998, the State Council consolidated the two departments and reformed the CSRC.

The Interim Provisional Regulations on the Administration of Share Issuance and Trading (《股票發行與交易管理暫行條例》) deals with the application and approval procedures for public offerings of equity securities, trading in equity securities, the acquisition of listed companies, deposit, clearing and transfer of listed equity securities, the disclosure of information with respect to a listed company, investigation, penalties and dispute settlement.

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The PRC Securities Law took effect on July 1, 1999 and was revised or amended on August 28, 2004, October 27, 2005, June 29, 2013, August 31, 2014 and December 28, 2019, respectively. This is the first national securities law in the PRC, which regulating, among other things, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of the State Council’s securities supervisory and regulatory authorities. The PRC Securities Law comprehensively regulates activities in the PRC securities market. Article 224 of the PRC Securities Law provides that domestic enterprises shall comply with the relevant provisions of the State Council to list its shares outside the PRC. Currently, the issue and trading of foreign issued shares (including H shares) are mainly governed by the rules and regulations promulgated by the State Council and the CSRC.

According to the Overseas Listing Trial Measures, the domestic enterprise shall report the application documents for issuance and listing to the CSRC for record-filing within three working days after submission of the application documents for issuance and [REDACTED] overseas. The remittance and cross-border flow of funds related to overseas issuance and [REDACTED] of domestic companies shall comply with national regulations on cross-border investment and financing, foreign exchange management, and cross-border RMB management.

### ARBITRATION AND ENFORCEMENT OF ARBITRAL AWARDS

The Arbitration Law of the PRC (《中華人民共和國仲裁法》) (the “**Arbitration Law**”) was passed by the SCNPC on August 31, 1994, became effective on September 1, 1995 and was amended on August 27, 2009 and September 1, 2017. Under the Arbitration Law, an arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate interim arbitration rules in accordance with the Arbitration Law and the Civil Procedure Law. Where the parties have by agreement provided arbitration as the method for dispute resolution, the people’s court will refuse to handle the case except when the arbitration agreement is declared invalid.

Under the Arbitration Law and the Civil Procedure Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people’s court for enforcement. A people’s court may refuse to enforce an arbitral award made by an arbitration commission if there is any irregularity on the procedures or composition of arbitrators specified by law or the award exceeds the scope of the arbitration agreement or is outside the jurisdiction of the arbitration commission.

A party seeking to enforce an arbitral award of PRC arbitration panel against a party who, or whose property, is not within the PRC, may apply to a foreign court with jurisdiction over the case for enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the PRC courts in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC. The PRC acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (the “**New York Convention**”) adopted on June 10, 1958 pursuant to a resolution of the SCNPC passed on December 2, 1986. The New York Convention provides that all arbitral awards made in a state which is a party to the New York Convention shall be recognized and enforced by all other parties to the New York Convention, subject to their right to refuse enforcement under certain circumstances, including where the enforcement of the arbitral award is against the public policy of the state to which the application for enforcement is made. It was declared by the SCNPC simultaneously with the accession of the PRC that (i) the PRC will only recognize and enforce foreign arbitral awards on the principle of reciprocity and (ii) the PRC will only apply the New York Convention in disputes considered under PRC laws to arise from contractual and non-contractual mercantile legal relations.

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An arrangement was reached between Hong Kong and the Supreme People’s Court for the mutual enforcement of arbitral awards. On June 18, 1999, the Supreme People’s Court adopted the Arrangement on Mutual Enforcement of Arbitral Awards between Mainland of China and Hong Kong (《關於內地與香港特別行政區相互執行仲裁裁決的安排》), which became effective on February 1, 2000, and Supplementary Arrangements of Supreme People’s Court on Reciprocal Enforcement of Arbitration Awards between the Mainland and the Hong Kong Special Administrative Region (《關於內地與香港特別行政區相互執行仲裁裁決的補充安排》), which promulgated on November 26, 2020. In accordance with these arrangements, awards made by PRC arbitral authorities under the Arbitration Law can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

### **Judicial judgment and its enforcement**

Pursuant to the Arrangements for Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Cases between Courts of the Mainland and Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) which is promulgated by the Supreme People’s Court on January 25, 2024 and implemented on January 29, 2024, except for judgments in civil and commercial cases that are not applicable under Article 3 of this Arrangements, judgments that can be recognized and enforced in both places are those made by the Chinese Mainland and Hong Kong SAR courts on or after January 29, 2024. The mutually recognized and enforced judgments include monetary judgments and non-monetary judgments.