

## REGULATORY OVERVIEW

### LAWS AND REGULATIONS RELATING TO COMPANY ESTABLISHMENT AND FOREIGN INVESTMENT

#### Company Law

Pursuant to the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “**Company Law**”) promulgated by the Standing Committee of the National People’s Congress of the PRC (全國人民代表大會常務委員會) (the “**SCNPC**”) on December 29, 1993, last amended on December 29, 2023 and implemented on July 1, 2024, companies are classified into two categories, namely, limited liability companies and joint stock limited companies. Both types of companies have the status of legal persons, and the liability of shareholders of a limited liability company or a joint stock limited company is limited to the amount of registered capital they have contributed.

#### Foreign Investment

Pursuant to the Foreign Investment Law of the People’s Republic of China (《中華人民共和國外商投資法》) (the “**FIL**”) promulgated by the National People’s Congress (the “**NPC**”) on March 15, 2019 and implemented on January 1, 2020, as well as the Implementation Rules 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》) (the “**Implementation Rules of FIL**”) promulgated by the State Council on December 26, 2019 and implemented on January 1, 2020, the “foreign investment” refers to the investment activities in Chinese Mainland carried out directly or indirectly by foreign individuals, enterprises or other organizations (the “**Foreign Investors**”), including the following: (1) Foreign Investors establishing foreign-invested enterprises in Chinese Mainland alone or collectively with other investors; (2) Foreign Investors acquiring shares, equities, property interests or other similar rights of Chinese domestic enterprises; (3) Foreign Investors investing in new projects in Chinese Mainland alone or collectively with other investors; and (4) Foreign Investors investing through other means prescribed by the laws and regulations of Chinese Mainland or by the State Council of the People’s Republic of China (the “**State Council**”).

Pursuant to the Special Administrative Measures for Access of Foreign Investment (Negative List) (2024 Edition) (《外商投資准入特別管理措施(負面清單)(2024年版)》) jointly promulgated by the Ministry of Commerce of the People’s Republic of China (the “**MOFCOM**”) and the National Development and Reform Commission (the “**NDRC**”) on September 6, 2024 and implemented on November 1, 2024, restrictive measures were set out in a unified manner, such as the requirements on shareholding percentages and management, for the access of foreign investments, and the industries that are prohibited for foreign investment. Any field not falling in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment.

## REGULATORY OVERVIEW

### LAWS AND REGULATIONS RELATING TO OVERSEAS INVESTMENT

Pursuant to the Administrative Measures on the Overseas Investment (《境外投資管理辦法》) promulgated by the MOFCOM on March 16, 2009, amended on September 6, 2014 and implemented on October 6, 2014, the overseas investment activities of companies and other enterprises established in China are subject to the management and supervision of the MOFCOM and the provincial-level competent commerce authorities. The MOFCOM and the provincial-level competent commerce authorities shall subject the overseas investment of enterprises to filing or approval administration, depending on the actual circumstances of investment. Overseas investment involving any sensitive country or region or any sensitive industry shall be subject to approval administration. Overseas investment under other circumstances shall be subject to filing administration. In accordance with the Measures for the Administrative Measures on the Overseas Investment of Enterprises (《企業境外投資管理辦法》) promulgated by the NDRC on December 26, 2017 and implemented on March 1, 2018, sensitive projects conducted by investors directly or through overseas enterprises controlled by them shall be subject to approval administration. The approval authority is the NDRC. Non-sensitive projects directly conducted by investors, namely non-sensitive projects involving investors’ direct contribution of assets or rights and interests or provision of financing or guarantees, shall be subject to filing administration.

### LAWS AND REGULATIONS RELATING TO SECURITIES AND OVERSEAS LISTINGS

#### Securities Laws and Regulations

Pursuant to the Securities Law of the People’s Republic of China (《中華人民共和國證券法》) (the “**PRC Securities Law**”) promulgated by the SCNPC on December 29, 1998, last amended on December 28, 2019 and implemented on March 1, 2020, a domestic enterprise offering securities overseas directly or indirectly or listing their securities overseas shall comply with the relevant provisions of the State Council. The China Securities Regulatory Commission (the “**CSRC**”) is the securities regulatory body set up by the State Council to supervise and administer the securities market, maintain order in the market, and ensure the market operates in a lawful manner. Currently, the offering and listing of H shares are principally governed by the regulations and rules promulgated by the State Council and the CSRC.

#### Overseas Listings

Pursuant to the Trial Administrative Measures on Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) promulgated by the CSRC on February 17, 2023 and implemented March 31, 2023 as well as several supporting guidelines (together with the Overseas Listing Trial Measures, collectively referred to as the “**Overseas Listing**”

## REGULATORY OVERVIEW

**Regulations**”), enterprises in Chinese Mainland that seek to make an initial public offering and list securities in overseas markets, either in direct or indirect means, are required to file the required documents with the CSRC within three business days after its application for overseas listing is submitted.

Pursuant to the Overseas Listing Regulations, no overseas offering and listing shall be made under any of the following circumstances: (i) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) the intended securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) the domestic enterprise intending to make the securities offering and listing, or its controlling shareholders and the actual controller, have committed crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the domestic enterprise intending to make the securities offering and listing is suspected of committing crimes or major violations of laws and regulations, and is under investigation according to law and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the domestic enterprise’s controlling shareholder or by other shareholders that are controlled by the controlling shareholder and/or actual controller.

Pursuant to the Revised Provisions on Strengthening Confidentiality and Archives Management of Overseas Securities Offering and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the “**Archives Rules**”) jointly promulgated by the CSRC, the MOF, the National Administration of State Secrets Protection, and the National Archives Administration of China on February 24, 2023 and implemented on March 31, 2023, domestic enterprises in relation to the overseas securities offering and listing activities, as well as securities companies and securities service institutions providing relevant securities services, are required to strictly comply with relevant requirements on confidentiality and archives management, establish a sound confidentiality and archives system, and take necessary measures to implement their confidentiality and archives management responsibilities. Pursuant to the Archives Rules, during an overseas offering and listing, if a domestic enterprise needs to provide or publicly disclose to securities companies, securities service providers and overseas regulators, any materials that contain relevant state secrets or that have an adverse impact on the national security or public interests, the domestic company should complete the relevant approval/filing and other regulatory procedures.

Pursuant to the Guidelines for the Application for the “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請“全流通”業務指引》) promulgated by the CSRC on November 14, 2019, last amended and implemented on August 10, 2023, shareholders of domestic unlisted shares may, under the premise of complying with the relevant laws and regulations and the policy requirements on management of state-owned assets, foreign investment, and industry regulation, among others, determine the quantity and proportion of shares whose circulation is applied for on their own through consultation, and entrust our Company to complete the filing formalities with the CSRC. An unlisted domestic

---

## REGULATORY OVERVIEW

---

joint stock company may file with the CSRC for “Full Circulation” at the time of its initial public offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China.

### LAWS AND REGULATIONS RELATING TO TAXATION

#### Enterprise Income Tax

Pursuant to the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) (the “**EIT Law**”) promulgated by the NPC on March 16, 2007, last amended and implemented on December 29, 2018, as well as the Implementation Rules of the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法實施條例》) (the “**Implementation Rules of EIT Law**”) promulgated by the State Council on December 6, 2007, last amended on December 6, 2024 and implemented on January 20, 2025, all resident enterprises in Chinese Mainland are subject to a uniform enterprise income tax rate of 25%, including foreign-invested enterprises. However, high-tech enterprises to which the PRC need to give key support are given the reduced enterprise income tax rate of 15%.

#### Value-Added Tax

Pursuant to Value-added Tax Law of the People’s Republic of China (《中華人民共和國增值稅法》) (the “**VAT Law**”), promulgated by the SCNPC on December 25, 2024, and implemented on January 1, 2026, as well as the Implementation Regulations for the Value-added Tax Law of the People’s Republic of China (《中華人民共和國增值稅法實施條例》) promulgated by the State Council on December 25, 2025, and implemented on January 1, 2026, entities and individuals that sell goods, services, intangible assets, or immovables, or import goods in Chinese Mainland are taxpayers of Value-added Tax (the “**VAT**”), and shall pay VAT according to law. Unless otherwise provided, the VAT rate is 13% for taxpayers that sell goods, provide processing, repair and replacement services, tangible movables leasing services or import goods; 9% for taxpayers that sell transport services, postal services, basic telecommunications, buildings, or real property leasing services, sell real property, transfer land use rights, or sell or import the goods listed in the VAT Law; unless otherwise provided, the VAT rate is 6% for taxpayers that sell services or intangible assets; 0% for Taxpayers that export goods or sell services or intangible assets across borders.

### LAWS AND REGULATIONS RELATING TO EMPLOYMENT, SOCIAL INSURANCE AND HOUSING PROVIDENT FUND

#### Labor Contract

Pursuant to the Labor Law of the People’s Republic of China (《中華人民共和國勞動法》) (the “**Labor Law**”) promulgated by the SCNPC on July 5, 1994, last amended and implemented on December 29, 2018, and the Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法》) (the “**Labor Contract Law**”) promulgated by the

---

## REGULATORY OVERVIEW

---

SCNPC on June 29, 2007, last amended on December 28, 2012 and implemented on July 1, 2013, as well as the Implementation Rules of the Labor 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》) promulgated and implemented by the State Council on September 18, 2008, employers shall execute written labor contracts with full-time employees. All employers shall comply with local minimum wage standards. Employers must establish and enhance a system for labor safety and sanitation, strictly abide by state rules and standards on labor safety and sanitation, provide laborers with training in labor safety and sanitation, prevent accidents in the process of work, and reduce occupational hazards. Violations of the Labor Law and the Labor Contract Law may result in the imposition of fines and other administrative liabilities, or criminal liabilities in the case of serious violations.

### **Social Insurance and Housing Provident Funds**

Pursuant to the Social Insurance Law of the People's Republic of China (《中華人民共和國社會保險法》) promulgated by the SCNPC on October 28, 2010, last amended and implemented on December 29, 2018, as well as the Provisional Regulations on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999, last amended and implemented on March 24, 2019, the state has established social insurance systems, such as the basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance, maternity insurance, to guarantee the rights of citizens to legally obtain material assistance from the state and society when they become old, ill, suffer from work-related injuries, become unemployed and give birth to a child. Where the employer fails to pay social insurance premiums on time or in full, it shall be ordered by the social insurance premium collection agencies to pay or make up the premiums within the specified time limit, and shall be subject to a late payment fee of 0.05% of the outstanding amount from the due date calculated on a daily basis. Where the employer still fails to do so, relevant administrative department may impose a fine of more than one time but less than three times of the outstanding amount.

Pursuant to the Administrative Regulations on Housing Provident Funds (《住房公積金管理條例》) promulgated by the State Council on April 3, 1999, last amended and implemented on March 24, 2019, the employer shall go through the housing provident fund contribution registration with the housing provident fund management center, and apply for the establishment of housing provident fund accounts for its employees. Each employee can only have one housing provident fund account. The contribution rate to the housing provident fund for both the employee and the employer shall not be less than 5% of the employee's monthly average salary in the previous year, cities where conditions permit may appropriately raise the contribution rate. Where the employer fails to carry out the registration for housing provident fund contribution or fails to complete the formalities for opening housing provident fund accounts for its employees, the housing provident fund management center has the right to order it to complete within a time limit, and impose a fine for failure to register within the

---

## REGULATORY OVERVIEW

---

specified time limit. If the employer fails to contribute or make full contribution to the housing provident fund, the housing provident fund management center shall order the employer to do so within a specified period, and if the employer still defaults on payment, it may apply to the People’s Court for enforcement.

### 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**”) promulgated by the SCNPC on June 29, 2002, last amended on June 10, 2021 and implemented on September 1, 2021, entities engaged in production and business activities in Chinese Mainland shall comply with the Production Safety Law and other laws and regulations related to production safety. Entities shall strengthen the management, establish and improve responsibility systems and policies, improve conditions, promote the development of production safety standards, and improve the production level to ensure their production safety. The primary persons in charge of the production and operation entities are fully responsible for the production safety of their entities. Production and business operation entities shall meet the production safety conditions specified in the Production Safety Law, relevant laws, administrative regulations, and national standards or industrial standards; those that do not meet the production safety conditions shall not engage in production and business activities. Production and business operation entities must provide employees with labor protection equipment that meets national standards or industrial standards, and supervise and educate employees to wear and use such equipment in accordance with the rules. Violation of the Production Safety Law may result in imposition of fines and penalties, suspension of operation, an order to cease operation, or even criminal liability in severe cases.

### LAWS AND REGULATIONS RELATING TO FIRE SAFETY

Pursuant to the Fire Safety Law of the People’s Republic of China (《中華人民共和國消防法》) (the “**Fire Safety Law**”) promulgated by the SCNPC on April 29, 1998, and last amended and implemented on April 29, 2021, as well as the Provisional Regulations on Administration of Fire Control Design Review and Acceptance of Construction Project (《建設工程消防設計審查驗收管理暫行規定》) promulgated by the Ministry of Housing and Urban-Rural Development of the People’s Republic of China (the “**MOHURD**”) on April 1, 2020, last amended on August 21, 2023 and implemented on October 30, 2023, the construction entity of a labor-intensive enterprise’s manufacturing plant whose size is over 2,500 square meters and other special construction projects must apply for fire prevention design review with fire control authorities, and complete fire assessment inspection and acceptance procedures after the construction project is completed. Within five business days from the date when passing the final inspection of any other as-built construction project, the construction entity shall file with the competent department of fire protection design review and final inspection for record.



---

## REGULATORY OVERVIEW

---

### LAWS AND REGULATIONS RELATING TO PRODUCT QUALITY

#### Product Quality Responsibility

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》) (the “**Product Quality Law**”) promulgated by the SCNPC on February 22, 1993, last amended and implemented on December 29, 2018, producers and sellers shall have their own proper regulations for the management of product quality, rigorously implementing post-oriented quality regulations, quality liabilities and relevant measures for their assessment. Producers shall be responsible for the quality of the products they produce and sell. Quality of products shall meet the following requirements: (i) the products shall be free from any unreasonable threats to personal safety or safety of property, and shall conform to national standards or trade standards for ensuring human health and personal or property safety if there are such standards; (ii) the products shall have the functions they are supposed to have, except where there are explanations about the functional defects; and (iii) the products shall meet the standards specified on the products or packages thereof and the quality condition specified by way of product instructions or samples. Where any producer or seller violates the above responsibilities and obligations, and cause losses or personal or property damages to consumers, it shall be liable for compensation. The competent authority may take administrative penalties against any illegal acts, such as ordering to suspend production, confiscating illegally produced or sold products, imposing a fine, confiscating illegal gains (if any), and revoking the business license in case of a serious violation. If a crime is constituted, it shall be investigated for criminal liabilities in accordance with the law.

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**”) promulgated by the NPC on May 28, 2020 and implemented on January 1, 2021, where any harm is caused to another person by a defective product, the victim may require compensation to be made by the producer of the product or the seller of the product. Where the defect of a product endangers the personal or property safety of another person, the victim shall be entitled to require the producer or seller to assume the tort liability by ceasing infringement, removing the obstruction, or eliminating the danger.

#### Consumer Protection

Pursuant to the Consumer Rights and Interests Protection Law of the People’s Republic of China (《中華人民共和國消費者權益保護法》) (the “**Consumers Protection Law**”) promulgated on October 31, 1993, last amended on October 25, 2013 and implemented on March 15, 2014, consumers shall have the right to demand that the commodities and services provided by operators meeting the requirements for personal and property safety. Business operators shall guarantee that their provided commodities or services meet the requirements on personal and property safety. For commodities and services which may endanger personal or property safety, business operators shall provide consumers with true explanations and clear

---

## REGULATORY OVERVIEW

---

warnings, explaining and indicating the correct methods of using commodities or receiving services and the methods for preventing damage. Where business operators fail to fulfill their obligations of safety protection of consumers, causing damage to consumers, they shall assume tort liability.

### LAWS AND REGULATIONS RELATING TO IMPORT AND EXPORT OF GOODS

The principal laws and regulations governing import and export of goods in Chinese Mainland include the Administrative Regulations on Goods Import and Export of the People’s Republic of China (《中華人民共和國貨物進出口管理條例》), the Foreign Trade Law of the People’s Republic of China (《中華人民共和國對外貿易法》)(the “**Foreign Trade Law**”), the Customs Law of the People’s Republic of China (《中華人民共和國海關法》)(the “**Customs Law**”), etc.

Pursuant to the Customs Law promulgated by the SCNPC on January 22, 1987 and last amended and implemented on April 29, 2021, and the Administrative Provisions of 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》) promulgated by the General Administration of Customs of the People’s Republic of China (中華人民共和國海關總署) on November 19, 2021 and implemented on January 1, 2022, unless otherwise provided for, all import and export goods must be declared and duties on them paid by their sender or receiver or by representatives entrusted by the sender or receiver. To undergo customs declaration formalities, the consignee or consignor of imported or exported goods and the customs declaration enterprise shall complete filing formalities at the Customs in accordance with the law. Those who violate relevant laws and administrative regulations shall be punished in accordance with the relevant provisions, and if it is criminally punishable, the offender shall be held criminally liable in accordance with the law.

### 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》) (the “**Environmental Protection Law**”) promulgated by the SCNPC on December 26, 1989, last amended on April 24, 2014 and implemented on January 1, 2015, enterprises, public institutions, and other producer and business operators shall prevent and reduce environmental pollution and ecological disruption, and assume liabilities for damage caused by them.

Pursuant to the Environmental Impact Assessment Law of the People’s Republic of China (《中華人民共和國環境影響評價法》) promulgated by the SCNPC on October 28, 2002, last amended and implemented on December 29, 2018, and the Regulations on the Administration of Construction Project Environmental Protection (《建設項目環境保護管理條例》) last amended by the State Council on July 16, 2017 and implemented on October 1, 2017, the construction entities shall work out the report of environmental impacts, the report form of environmental impacts or the registration form of environmental impacts according to the following principles: (i) If the environmental impacts may be significant, it shall work out a report of environmental impacts so as to include an all-round appraisal of the environmental



---

## REGULATORY OVERVIEW

---

impacts; (ii) If the environment impacts may be gentle, it shall work out a report form of environmental impacts so as to include an analysis or special appraisal of the environmental impacts; (iii) If environment impacts may be very small so that it is not necessary to conduct an appraisal of the environmental impacts, it shall fill in a registration form of the environmental impacts. Installations for the prevention and control of pollution in construction projects must be designed, built and commissioned together with the principal construction plan of the project. Such installations shall not be dismantled or left idle without authorization from the competent government agencies.

Pursuant to the provisions of the Administrative Regulations on the Permits of Pollutant Discharges (《排污許可管理條例》) promulgated on January 24, 2021 and implemented on March 1, 2021, and the Administrative Measures for Pollutant Discharge Licensing (《排污許可管理辦法》) promulgated on April 1, 2024 and implemented on July 1, 2024, enterprises, public institutions and other producers that are included in the Classification Administration List of Pollutant Discharge Permits for Fixed Pollution Sources (《固定污染源排污許可分類管理名錄》) shall apply for and obtain a pollutant discharge permit within the prescribed time limit, and shall not discharge pollutants without a pollutant discharge permit. Pollutant discharging entities with a significant volume of pollutant generation, emissions or environmental impact are subject to key management on permission of pollutant discharge. Those with a smaller volume of pollutant generation, emissions and environmental impact are subject to simplified management on permission of pollutant discharge. Entities with minimal pollutant generation, emissions and environmental impact are subject to pollutant discharge registration management.

## LAWS AND REGULATIONS RELATING TO FOREIGN EXCHANGE

Pursuant to the Administrative Regulations on Foreign Exchange of the People’s Republic of China (《中華人民共和國外匯管理條例》), which was promulgated by the State Council on January 29, 1996 and last amended and implemented on August 5, 2008, payments of current account items, such as profit distributions and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the State Administration of Foreign Exchange (the “SAFE”), by complying with certain procedural requirements. By contrast, approval from or registration with relevant governmental authorities or designated banks is required where RMB is to be converted into foreign currency and remitted outside of Chinese Mainland to pay capital account items such as the repayment of foreign currency-denominated loans, direct investment overseas and investments in securities or derivative products outside of Chinese Mainland. Foreign-invested enterprises are permitted to convert their after-tax profits into foreign exchange and to remit such foreign exchange out of their foreign exchange bank accounts in Chinese Mainland.

Pursuant to the Circular of People’s Bank of China and the State Administration of Foreign Exchange on Issues Concerning the Fund Administration for Domestic Enterprises of Overseas Listing (《中國人民銀行、國家外匯管理局關於境內企業境外上市資金管理有關問題的通知》) promulgated by the People’s Bank of China (the “PBOC”) and SAFE on December 24, 2025 and implemented on April 1, 2026, a domestic company shall, within 30

---

## REGULATORY OVERVIEW

---

business days from the first trading date of its overseas listing or the completion of the over-allotment option, register the overseas listing with the local branch office of the PBOC in the province or the separately planned city where it is registered. The funds raised by the domestic company from overseas listing shall, in principle, be repatriated to the domestic territory in a timely manner. Where such funds are retained overseas to conduct overseas direct investment, overseas securities investment, overseas lending and other businesses, the domestic company shall obtain the approval or filing document from the competent authority prior to the date of completion of the overseas offering or the completion of the over-allotment option, and shall comply with the relevant provisions on cross-border fund administration.

### LAWS AND REGULATIONS RELATING TO LAND AND REAL ESTATE REGISTRATION

Pursuant to the Land Administration Law of the People’s Republic of China (《中華人民共和國土地管理法》) (the “**Land Administration Law**”) promulgated by the SCNPC on June 25, 1986, last amended on August 26, 2019 and implemented on January 1, 2020, state-owned land may be granted or allocated for use by construction entities in accordance with the law. According to the Interim Regulations on Real Estate Registration (《不動產登記暫行條例》) last amended by the State Council on March 10, 2024, and implemented on May 1, 2024, registration of real estate shall be conducted by the real estate registration agency of the people’s government at the county level where the real estate is located.

Pursuant to the Civil Code, the creation, change, transfer and elimination of the right of a real estate shall become effective after it is registered according to the law; the real estate ownership certificate shall be the proof on the holder’s ownership of a real estate. According to the Interim Regulations on Real Estate Registration and Rules for Implementation of Interim Regulations on Real Estate Registration (《不動產登記暫行條例實施細則》) last amended by the Ministry of Natural Resources of the People’s Republic of China and implemented on May 9, 2024, the state applies a uniform registration system for real estate.

### LAWS AND REGULATIONS RELATING TO INTELLECTUAL PROPERTY

#### Patent

Pursuant to the Patent Law of the People’s Republic of China (《中華人民共和國專利法》) (the “**Patent Law**”) promulgated by the SCNPC on March 12, 1984, last amended on October 17, 2020, and implemented on June 1, 2021, as well as the Implementation Regulations on the Patent Law of the People’s Republic of China (《中華人民共和國專利法實施細則》) promulgated by the State Council, on January 19, 1985 last amended on December 11, 2023 and implemented on January 20, 2024, there are three types of patents in China, namely invention patents, utility model patents, and design patents. The protection period of an invention patent is 20 years, that of a utility model patent is 10 years, and that of a design patent is 15 years (design patents with application date after June 1, 2021), all starting from their respective application dates.

---

## REGULATORY OVERVIEW

---

### Trademark

Pursuant to the Trademark Law of the People’s Republic of China (《中華人民共和國商標法》) (the “**Trademark Law**”) promulgated by the SCNPC on August 23, 1982, last amended on April 23, 2019 and implemented on November 1, 2019, and the Implementation Regulations 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》) promulgated by the State Council on August 3, 2002, last amended on April 29, 2014 and implemented on May 1, 2014, registered trademarks are trademarks approved and registered by the Trademark Office, and the trademark registrant shall have the exclusive rights to use the registered trademark, which is protected by the law. The validity period of a registered trademark is 10 years from the date of approval for registration.

### Copyright

Pursuant to the Copyright Law of the People’s Republic of China (《中華人民共和國著作權法》) promulgated by the SCNPC on September 7, 1990, last amended on November 11, 2020 and implemented on June 1, 2021, and the Implementation Rules of the Copyright Law of the People’s Republic of China (《中華人民共和國著作權法實施條例》) promulgated by the State Council on August 2, 2002, last amended on January 30, 2013 and implemented on March 1, 2013, works of Chinese citizens, legal persons or unincorporated organizations, i.e. intellectual achievements in the field of literature, art and science that are original and can be expressed in a certain form, whether published or not, are entitled to copyright. The copyright holder has multiple rights, including the right of publication, the right of authorship, and the right of reproduction. The amended Copyright Law and its implementation rules extend copyright protection to internet activities, products disseminated over the internet and software products. In addition, there is a voluntary registration system administered by the Copyright Protection Center of China (中國版權保護中心).

### Internet Domain Names

Pursuant to the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》) promulgated by the Ministry of Industry and Information Technology on August 24, 2017 and implemented on November 1, 2017, the Ministry of Industry and Information Technology shall be responsible for managing internet domain names in Chinese Mainland. The principle of “first-to-file” is adopted for domain name services. The applicant of domain name registration shall provide the agency of domain name registration with the true, accurate and complete information relating to the domain name to be applied for, and sign the registration agreements as well. Upon the completion of the registration process, the applicant will become the holder of the relevant domain name.

---

## REGULATORY OVERVIEW

---

### LAWS AND REGULATIONS RELATING TO OUR BUSINESS IN THE EU

#### A. LAWS AND REGULATIONS RELATING TO PRODUCT SAFETY

##### I. General requirements

In Germany and the European Union (“EU”), flooring products may be subject to a range of legal and technical product requirements. Products placed on the EU market are governed by a comprehensive regulatory framework addressing product safety, chemical compliance, construction performance, consumer information, and environmental responsibility.

Non-compliance with applicable laws and regulations may result in sales restrictions, product recalls, administrative fines, reputational damage, or civil liability, any of which could have a material adverse effect on the German subsidiaries’ business, financial condition, and operations. In detail:

- Depending on the seriousness of the irregularity, authorities may impose administrative measures, including mandatory product recalls.
- Non-compliance can constitute administrative offences (*Ordnungswidrigkeiten*), punishable by fines of up to EUR 200,000 and can result in the imposition of further penalties to compensate for the competitive advantage gained by such violation. Higher fines may apply based on revenue and in cases involving organizational oversight failures. Intentional non-compliance that endangers another person or property of significant value may constitute a criminal offence punishable by imprisonment.
- In addition, non-compliance with regulatory requirements or placing defect products on the market may result in liability for damages in relation to customers and consumers, in particular under tort law and the European Product Liability Directive (Directive 85/374/EEC, which will be replaced by Directive (EU) 2024/2853, effective 9 December 2026) and its implementation in the German Product Liability Act (*Produkthaftungsgesetz*).

Flooring products qualify as construction products within the meaning of Regulation (EU) 2024/3110 (Construction Product Regulation, “**CPR 2025**”). CPR 2025 will progressively replace Regulation (EU) No 305/2011 (“**CPR 2011**”). CPR 2025 entered into force on 7 January 2025; certain requirements under the CPR 2011 will continue to apply for a transitional period up to 2039, depending on when each product family’s harmonized technical specifications migrate to the CPR 2025 regime. Existing harmonized standards will continue to apply until replaced by the new CPR 2025 standards.

---

## REGULATORY OVERVIEW

---

Importers may place on the EU market only products from outside the EU that comply with the requirements of CPR 2025, particularly where a relevant harmonized technical specification already applies to the product concerned and the manufacturer has drawn up a declaration of performance and conformity. Without this declaration, the product may not be made available in the EU market. Key requirements under the CPR 2025 and CPR 2011 include (i) the maintenance of declarations of performance (“**DoPs**”), (ii) affixing CE markings to products (to the extent that harmonized standards apply or a European technical assessment has been issued), (iii) providing safety information in the languages required by the member state of sale (e.g. German in Germany). Under CPR 2025, (iv) environmental declarations must be provided as part of the DoP; (v) digital product passports (“**DPP**”) will be required once the respective delegated acts come into force; a DPP is accessible digitally and maintains structured technical, conformity, and environmental data for the purposes of market surveillance and supply chain.

Harmonized standards include, among others, DIN EN 14342 (for wood flooring) and DIN EN 14041 (for resilient, laminate and textile floor coverings), EN 13501-1 (for fire performance classifications) and DIN 51130/EN 16165 (for slip resistance).

The specific requirements under CPR 2025 and CPR 2011 are supplemented by general product safety requirements under the Regulation (EU) 2023/988 (General Product Safety Regulation, “**GPSR**”) and German domestic product safety laws. Other products (e.g. decorative items) marketed to consumers may be subject to GPSR and German domestic product safety laws as well. The GPSR imposes obligations to perform risk assessments, ensure safeguard traceability, carry out incident reporting, recall products, and allocate online marketplace responsibilities.

## II. Hazardous substances and chemicals

Flooring products and interior decorative items placed on the EU market may also be subject to EU and German law on hazardous substances. Regulation (EC) No 1907/2006 (the “**REACH Regulation**”) sets out key rules for the manufacture, placing on the market, or use of substances, mixtures, or articles. Under the REACH Regulation, flooring products and interior decorative items are subject to screening for restricted substances and Substances of Very High Concern (“**SVHCs**”), i.e. substances that may have serious and often irreversible effects on human health and the environment. The REACH Regulation’s Annex XVII sets out substances that are banned or restricted in use; its Article 33 strengthens supply-chain and market surveillance by imposing duties to inform consumers in products where any SVHC exceeds 0.1% w/w (e.g., phthalates in PVC floors, azo dyes in textiles, formaldehyde-releasing resins in composite wood décor). Furthermore, safety data sheets (“**SDS**”) must be provided to downstream users and include information about the properties of the substance or mixture, its hazards, and instructions for handling. SVHCs may only be placed on the market or used with prior authorization. Importers of articles containing substances present in those articles in quantities totaling over one metric ton per year and intended to be brought to market must register with the European Chemicals Agency (“**ECHA**”).

---

## REGULATORY OVERVIEW

---

Accessory chemical mixtures used with flooring systems and decorative items, such as flooring adhesives, sealers, varnishes, oils, coatings, cleaners, and impregnations, also fall under the Regulation EC No. 1272/2008 (CLP Regulation), which outlines specific classification, labelling, and packaging requirements for hazardous substances and mixtures. In particular, relevant products have to bear the name, address, and telephone number of the supplier, as well as nominal quantity, product identifiers, hazard pictograms, respective signal words, hazard, precautionary statements, and/or supplemental information, if certain conditions are met.

### **B. LAWS AND REGULATIONS RELATING TO CUSTOMS/EXPORT CONTROL**

The German subsidiary imports its products from Chinese affiliated companies. The import of such products is subject to applicable customs formalities and tariffs set out for respective products.

The German subsidiary exports its products within the EU and to customers in the United Kingdom and Switzerland, for which products are not subject to specific export control restrictions.

### **C. LAWS AND REGULATIONS RELATING TO TAXATION**

#### **I. Income taxation**

Under the German Corporate Income Tax Act (*Körperschaftsteuergesetz*), corporations tax resident in Germany are subject to corporate income tax (*Körperschaftsteuer*) on their taxable income, which is determined mainly based on the provisions of the German Income Tax Act (*Einkommensteuergesetz*) and the German Generally Accepted Accounting Principles (*Grundsätze ordnungsmäßiger Buchführung und Bilanzierung*). The corporate income tax rate is currently 15% plus 5.5% solidarity surcharge (*Solidaritätszuschlag*) thereon, i.e. 15.825% in total.

Additionally, business income (including all income of a German limited liabilities company (*Gesellschaft mit beschränkter Haftung, GmbH*)) is subject to trade tax (*Gewerbesteuer*), the rate of which is determined by the municipality the business is conducted from. Since 2011, the trade tax rate for the municipality of Siegburg has been 18.025%. The total income tax rate of a corporation based in Siegburg is therefore 33.85% (corporate income tax, including solidarity surcharge, plus trade tax).

From a compliance perspective, corporations must file yearly corporate income and trade tax returns. Filing such tax returns late, incorrectly, or not at all may be punishable by late filing penalties and administrative fines (of up to EUR 25,000 and EUR 50,000 respectively). If these acts are done intentionally (*vorsätzlich*), this can be considered criminal tax evasion, with the sentence being determined by a criminal court on a case-by-case basis.



---

## REGULATORY OVERVIEW

---

### II. Value-added taxation

Under the German VAT Act (*Umsatzsteuergesetz*), supplies and services rendered in Germany are generally subject to value-added tax (*Umsatzsteuer*, "VAT") at 19% (or 7% for specific supplies and services) of the remuneration. VAT is invoiced to the customer and typically owed to the tax authorities by the supplier. Any such entrepreneur is generally entitled to a refund of any VAT it pays for supplies and services as input VAT (*Vorsteuerabzug*).

Generally, the corporation obligated to transfer VAT to the tax authorities have to file VAT advance returns (*Umsatzsteuervoranmeldung*) on a monthly basis, showing the balance of owed VAT and input VAT, which is paid to or refunded by the tax authorities, as applicable, as well as yearly VAT returns. Filing such tax returns late, incorrectly, or not at all may be punishable by late filing penalties and administrative fines (of up to EUR 25,000 and EUR 50,000 respectively). If these acts are done intentionally (*vorsätzlich*), this can be considered criminal tax evasion, with the sentence being determined by a criminal court on a case-by-case basis.

### III. Taxation of dividends

Dividends distributed by German corporations are generally subject to capital gains tax (*Kapitalertragsteuer*), which has to be withheld by the corporation distributing the dividends for the account of the recipient. Currently, the capital gains tax rate is at 25% plus solidarity surcharge of 5.5% thereon, i.e. 26.375% in total. The capital gains tax may be reduced or refunded if the shareholder is entitled to a reduction, e.g. under an applicable double taxation treaty or other tax reliefs, and subject to anti-abuse regulations. The reduction requires an exemption certificate from the Federal Central Office of Taxation.

### IV. Payroll obligations

Under the German Income Tax Act (*Einkommensteuergesetz*) and the German Social Code IV (*Sozialgesetzbuch IV*), employers based in Germany are required to withhold wage tax (*Lohnsteuer*) and social security contributions (*Sozialversicherungsbeiträge*) for its employees from their wage payments and remit these amounts to the respective authorities (including social security contributions by the employer) on a monthly basis. With respect to wage tax, failing to do so may be punishable by late filing penalties and administrative fines (of up to EUR 25,000 and EUR 50,000 respectively). If these acts are done intentionally (*vorsätzlich*), this can be considered criminal tax evasion, with the sentence determined by a criminal court on a case-by-case basis.

With respect to social security contributions, failing to comply with certain reporting obligations may be punishable by administrative fines (of up to EUR 25,000) and failing to remit the amounts of social security contributions in time may result in a late filing penalty of 1% of the outstanding amount per month. If these acts are done intentionally (*vorsätzlich*), this can be considered non-payment and misappropriation of wages, with the sentence determined by a criminal court on a case-by-case basis.

## **REGULATORY OVERVIEW**

---

### **LAWS AND REGULATIONS RELATING TO OUR BUSINESS IN SINGAPORE**

The following is a summary of the material applicable laws and regulations of Singapore that are relevant to our business in Singapore (other than those generally applicable to companies operating in Singapore) as of the Latest Practicable Date.

#### **Consumer Protection (Trade Descriptions and Safety Requirements) Act 1975**

The Consumer Protection (Trade Descriptions and Safety Requirements) Act 1975 of Singapore (“**CPTDSRA**”) prohibits the misdescriptions of goods supplied in the course of trade, confers power to the Director of Consumer Protection to seize goods that are non-compliant, prescribes requirements relating to informative marking and advertisement of goods and to their safe composition, construction or design, and for purposes connected therewith. Where an offence under this Act committed by a body corporate is proved to have been committed with the consent and connivance of, or to be attributable to any neglect on the part of, any director, manager, secretary or other similar officer of the body corporate, or any person who was purporting to act in any such capacity, he or she as well as the body corporate shall be guilty of that offence and shall be liable to be proceeded against and punished accordingly. The Act further empowers the Director of Consumer Protection to require any person carrying on a trade or business which consists of or includes the manufacture, assembly, production or import of any goods; and permits the Director of Consumer Protection to seize and detain any goods for the purpose of ascertaining, by testing or otherwise, whether an offence under the act has been committed.

#### **Environmental Protection and Management Act 1999**

The Environmental Protection and Management Act 1999 of Singapore (“**EPMA**”) seeks to provide for the protection and management of the environment and resource conservation and regulates, amongst others, air pollution, water pollution, land pollution and noise control. Under the EPMA, any person who discharges, or causes or permits to be discharged, any trade effluent, oil, chemical, sewage or other polluting matters into any drain or land, without a written permission from the Director-General of Environmental Protection, shall be guilty of an offence and liable on conviction to a fine. The EPMA also sets out that a person must not import, manufacture, possess for sale, sell or offer for sale any hazardous substance unless the person holds a license granted by the Director-General of Environmental Protection for that purpose. Any person who is guilty of an offence relating to hazardous substances under the EPMA, for which no penalty is expressly provided, shall be liable on conviction to a fine not exceeding \$50,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine not exceeding \$2,000 for every day or part of a day during which the offence continues after conviction.

---

## REGULATORY OVERVIEW

---

### Employment Act 1968

The Employment Act 1968 of Singapore (“**Employment Act**”) is the main legislation governing employment in Singapore. The Employment Act is administered by the Ministry of Manpower of Singapore (“**MOM**”) and sets out the basic terms and conditions of employment and responsibility of employers as well as employees.

Part IV of the Employment Act contains provisions relating to, *inter alia*, working hours, overtime, rest days, holidays, annual leave, payment of retrenchment benefit, priority of retirement benefit, annual wage supplement and other conditions of work or service and apply to: (a) workmen earning a salary not exceeding \$4,500 a month; and (b) employees (excluding workmen) earning a salary not exceeding \$2,600 a month. Part X of the Employment Act provides that paid public holidays and sick leave apply to all employees who are covered by the Employment Act regardless of salary levels.

Following the amendments to the Employment Act in effect from 1 April 2016, all employers must issue key employment terms (“**KETs**”) in writing to employees covered under the Employment Act. Such employees include employees who: (a) enter into a contract of service with the company on or after 1 April 2016; (b) are covered by the Employment Act; and (c) are employed for a continuous period of 14 days or more.

### Employment of Foreign Manpower Act 1990

The Employment of Foreign Manpower Act 1990 of Singapore (“**EFMA**”) governs the employment of foreign employees in Singapore. Under Section 5(1) of the EFMA, no person shall employ a foreign employee unless the foreign employee has a valid work pass issued by the MOM. Any person who contravenes Section 5(1) of the EFMA, shall be guilty of an offence and shall (a) be liable on conviction to a fine of not less than S\$5,000 and not more than S\$30,000 or to imprisonment for a term not exceeding 12 months or to both; and (b) on a second or subsequent conviction – (i) in the case of an individual, be punished with a fine of not less than S\$10,000 and not more than S\$30,000 and with imprisonment for a term of not less than one month and not more than 12 months; or (ii) in any other case, be punished with a fine of not less than S\$20,000 and not more than S\$60,000.

### Workplace Safety and Health Act 2006

The Workplace Safety and Health Act 2006 of Singapore (“**WSHA**”) and the regulations thereunder govern the safety, health and welfare of persons at work in workplaces. Among other things, the WSHA imposes a duty on employers to take, so far as it is reasonably practicable, such measures as are necessary to ensure the safety and health of their employees at work. These measures pursuant to section 12 of WSHA include:

- providing and maintaining for those persons a work environment which is safe, without risk to health, and adequate as regards facilities and arrangements for their welfare at work;

---

## REGULATORY OVERVIEW

---

- ensuring that adequate safety measures are taken in respect of any machinery, equipment, plant, article or process used by those persons;
- ensuring that those persons are not exposed to hazards arising out of the arrangement, disposal, manipulation, organisation, processing, storage, transport, working or use of things in their workplace, or near their workplace and under the control of the employer;
- developing and implementing procedures for dealing with emergencies that may arise while those persons are at work; and
- ensuring that those persons at work have adequate instruction, information, training and supervision as is necessary for them to perform their work.

Additional duties are imposed on employers under the Workplace Safety and Health (General Provisions) Regulations. Some of these duties include taking all reasonably practicable measures to protect workers from exposure to any infectious agents or biohazardous material which may constitute a risk to his health.

### Personal Data Protection Act 2012

The Personal Data Protection Act 2012 of Singapore (“**PDPA**”) governs the collection, use and disclosure of personal data by organisations. For the purposes of the PDPA, “personal data” refers to data, whether true or not, about an individual who can be identified using that data, or from that data and other information to which the organisation has or is likely to have access to.

The PDPA imposes the following obligations on organisations collecting, using or disclosing personal data of individuals (“**relevant persons**”) are summarised as follows: (i) obligations of obtaining consent, giving notification and access and correction rights to the relevant persons, purpose limitation in respect of use of, and retention limitation and transfer limitation in respect of personal data collected, ensuring accuracy and protection of data collected and openness in making information available on its privacy policies and procedures relating to protection of personal data.

### Corporate Income Tax

Corporate taxpayers (both resident and non-resident) are subject to Singapore income tax on income accrued in or derived from Singapore (i.e. Singapore-sourced) and, subject to certain exceptions, on income received in Singapore from outside Singapore (i.e. foreign-sourced income received or deemed received in Singapore) unless specifically exempt from income tax.

---

## REGULATORY OVERVIEW

---

Foreign-sourced income in the form of branch profits, dividends and service fee income received or deemed received in Singapore by a Singapore tax resident company on or after 1 June 2003 are exempted from Singapore tax provided that the following qualifying conditions are met:

- such income is subject to tax of a similar character to income tax under the law of the territory from which such income is received;
- at the time the income is received in Singapore, the highest rate of tax of a similar character to income tax (by whatever name called) levied under the law of the territory from which the income is received is at least 15.0%; and
- the Comptroller of Income Tax is satisfied that the tax exemption would be beneficial to the recipient of the specified foreign income.

The prevailing corporate income tax rate in Singapore is 17.0%, which applies to both local and foreign companies. With effect from the year of assessment 2020, 75% of the first S\$10,000, and 50% of the next S\$190,000 of a company's chargeable income (otherwise subject to normal taxation) is exempt from corporate tax. The remaining chargeable income that exceeds S\$200,000 will be fully taxable at the prevailing corporate tax rate.

A company is regarded as a tax resident in Singapore if the control and management of its business is exercised in Singapore. Control and management is defined as the making of decisions on strategic matters, such as those concerning the company's policy and strategy. Generally, the location of the company's board of directors meetings where strategic decisions are made determines where the control and management is exercised. The place of incorporation of a company is not necessarily indicative of the tax residency of a company.

### **Goods & Services Tax**

Goods and Services Tax or GST is a broad-based consumption tax levied on the import of goods (collected by Singapore Customs), as well as nearly all supplies of goods and services in Singapore. The prevailing goods and services tax rate in Singapore is 9.0%.

### **Other Taxes**

Singapore does not currently impose withholding tax on dividends paid to resident or non-resident shareholders.

There is also no tax on capital gains in Singapore. Thus, any gains derived from the disposal of our Shares acquired for long-term investment will not be taxable in Singapore.

---

## REGULATORY OVERVIEW

---

### LAWS AND REGULATIONS RELATING TO OUR BUSINESS IN THAILAND

#### Foreign Business Act B.E. 2542 (1999)

The Foreign Business Act B.E. 2542 (1999), as amended (the “**FBA**”), is the primary legislation governing foreign investment in Thailand. The FBA restricts or prohibits a “Foreigner” from engaging in certain prescribed business activities unless a foreign business license or foreign business certificate is obtained from the Ministry of Commerce.

Based on the current shareholding structure of VYTEC Thailand, VYTEC Thailand is classified as a “Foreigner” under the FBA, as 100% of its shares are held by foreign shareholders.

Under the FBA, restricted business activities are set out in the lists annexed to the FBA. However, manufacturing activities (excluding the provision of services) are not classified as restricted businesses under the FBA. As VYTEC Thailand is engaged in the manufacture and sale of its products, without providing original equipment manufacturing (OEM) service, its business activities fall within the scope of “manufacturing” as interpreted by the Ministry of Commerce under its official ruling issued in December 2025. In addition, it does not provide after-sales services or otherwise engage in service-related business operations in Thailand. Therefore, based on the foregoing, its businesses are not restricted under the FBA.

#### Land Code B.E. 2497 (1954)

The Land Code B.E. 2497 (1954), as amended (“**Land Code**”) is the primary legislation governing land ownership in Thailand.

The Land Code restricts land ownership by foreign entities (as defined under Section 97 of the Land Code), unless such ownership is permitted pursuant to other applicable privileges or regulations.

In this regard, VYTEC Thailand has obtained (i) the Letter of the Thailand’s Board of Investment No. NorRor. 1311/2345 together with the Board of Investment Certificate No. 67-1053-1-00-1-2, pursuant to which it is entitled to own Land Plot Nos. 8298, 8299, and 19664, and (ii) the Letter of the Thailand’s Board of Investment No. NorRor. 1310/1932 and the Board of Investment Certificate No. 68-0499-2-00-0-0, pursuant to which it is entitled to own Land Plot Nos. 58657 and 58658.

Accordingly, VYTEC Thailand is entitled to own such land in Thailand notwithstanding the limitations prescribed under the Land Code.



---

## REGULATORY OVERVIEW

---

### **Investment Promotion Act B.E. 2520 (1977)**

Pursuant to the Investment Promotion Act B.E. 2520 (1977), as amended (the “**Investment Promotion Act**”), the Board of Investment of Thailand (the “**BOI**”) may issue notifications specifying the types, sizes and conditions of business activities eligible for investment promotion. Generally, the investment promotion privileges granted by the BOI may include: (a) tax incentives up to the amount specified in the BOI certificate, such as exemptions from import duties on machinery and on raw or essential materials used in production, and exemptions from corporate income tax on the net profits as well as dividends derived from the promoted activity for a certain period of time and under a capped amount as specified in the BOI certificate, and (b) non-tax incentives, such as ability to own land, permission to remit funds abroad in foreign currency, permission to bring foreign skilled workers and experts into Thailand for the promoted activities, and permission to own land for the purposes of carrying on the promoted business, subject to the applicable criteria and conditions prescribed by the BOI.

In this regard, VYTEC Thailand’s business activities can be categorized as manufacturing activities relating to furniture or parts thereof (type 3.6 of BOI activities) and plastic products for industrial goods and parts thereof (type 6.4.1 of BOI activities), and it has obtained, among other, a Board of Investment Certificate No. 67-1053-1-00-1-2, pursuant to which it receives investment promotion privileges for its manufacturing operations in Thailand, is entitled to hold lands, and is entitled to an exemption from corporate income tax on the net profits derived from the promoted activity for a period of three years from the date on which income is first generated from such promoted activity (depending on the products), for an amount as specified in the BOI certificate.

### **Factory Act B.E. 2535 (1992)**

The operation of VYTEC Thailand’s factories in Thailand is regulated under the Factory Act B.E. 2535 (1992) (as amended) (the “**Factory Act**”). The Factory Act regulates and controls the operation, expansion and safety of factories in Thailand and the levels of industrial pollution released through factory activities. A factory as defined in the Factory Act means buildings, premises, or vehicles using machine with total power from 50 horsepower, or equivalent of 50 horsepower, or more or which employ 50 workers or more, with or without machinery to engage in factory operation. Generally, either (i) a factory licence or approval from the Department of Industrial Works, Ministry of Industry of Thailand, or (ii) a prior notice, is required before the operation of a factory, as the case may be, depending on the type of such factory.

Certain types of factories do not require licences or governmental approval. The extent of governmental regulations that apply to each factory varies according to the type of the factory, perceived amount of environmental impact and the level of environmental protection deemed necessary.

## REGULATORY OVERVIEW

---

### Product Liability Act B.E. 2551 (2008)

Under the Product Liability Act B.E. 2551 (2008) (the “**PLA**”), Entrepreneurs (which refers to, *inter alia*, (i) manufacturer or hirer, (ii) importer, or (iii) seller) are jointly liable for damages caused by unsafe products, regardless of intent or negligence. An “unsafe product” includes products with manufacturing or design defects, or those lacking adequate instructions, warnings, or usage or preservation information.

The injured person needs only to prove that he or she suffers from damages caused by the Entrepreneur’s products and the usage or preservation of such products by its nature without needing to prove which Entrepreneur causes such damage.

As a manufacturer of vinyl and SPC floorboard products, VYTEC Thailand may be deemed an entrepreneur under the PLA and may therefore be subject to liability for damages arising from unsafe products if such products are found to be defective or inadequately labelled.

An Entrepreneur may however avoid liability by proving that: (i) the product is not unsafe, (ii) the injured person knew of the product’s unsafety, or (iii) damages resulted from incorrect use or preservation despite clear instructions and warnings being provided on the product.