This section summarizes the most significant rules and regulations affecting our business activities in China or the right of shareholders to receive dividends or other distributions from us.

REGULATIONS RELATING TO FOREIGN INVESTMENT

The incorporation, operation and management of Chinese companies are mainly governed by the PRC Company Law (《中華人民共和國公司法》), as most recently amended in 2023 and became effective in July 1, 2024, which is applicable to both PRC domestic companies and foreign-invested companies. Investment activities of foreign investors in China are also governed by the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "FIL 2019"), which was implemented with effect from January 1, 2020, together with the Implementing Regulation for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) promulgated by the State Council on December 26, 2019 and the Interpretation of the Supreme People's Court on Several Issues Concerning the Application of the Foreign Investment Law of the PRC (《最高人民法院關於適用<中華人民共和國外商投資法>若干問題的解釋》) promulgated by the Supreme People's Court on December 26, 2019.

The FIL 2019 and its implementation regulations provide that the administration system of pre-establishment national treatment plus negative list is adopted for foreign investment, according to which, "pre-establishment national treatment" refers to granting to foreign investors and their investments treatment at the investment access stage no less favorable than that granted to domestic investors and their investments, except for foreign investments in "restricted" or "prohibited" investment sectors or industries, and the "negative list" refers to the special administrative measures on foreign investment access for foreign investment in the aforesaid "restricted" or "prohibited" investment sectors or industries, which are proposed by the State.

Currently, the industry entry licensing requirements governing foreign investors' investment activities in China are set out in two catalogues, i.e., the Special Administrative Measures for Entry 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)》) ("Negative List"), as promulgated by the NDRC and the MOFCOM on September 6, 2024, effective as of November 1, 2024, and the Catalogue of Encouraged Industries for Foreign Investment (2025 Edition) (《鼓勵外商投資產業目錄(2025年版)》) (the "Catalog", together with the Negative List, the "Relevant PRC Regulations"), as promulgated by the NDRC and the MOFCOM on December 15, 2025, effective as of January 1, 2026. Industries not listed in the two catalogues are generally deemed as "permitted" for foreign investments, unless otherwise specifically restricted by PRC laws.

Pursuant to the FIL 2019 and its Implementation Regulations and the Measures on Reporting of Foreign Investment Information (《外商投資信息報告辦法》) jointly promulgated by the MOFCOM and the SAMR, effective January 1, 2020, a foreign investment information reporting mechanism shall be established, foreign investors or foreign investment enterprises shall submit investment information to the commerce authorities through the enterprise registration system and the National Enterprise Credit Information Publicity System, and the market regulatory authorities shall promptly forward the aforesaid investment information to the commerce authorities.

REGULATIONS RELATING TO VALUE-ADDED TELECOMMUNICATIONS SERVICES

Regulations Related to Value-Added Telecommunications Services

The Telecommunications Regulations of the PRC (《中華人民共和國電信條例》), promulgated by the State Council on September 25, 2000 and last revised in February 2016, is the primary regulation on telecommunications services. According to the Telecommunications Regulations, a telecommunications service provider must obtain a telecommunications business license from the MIIT or its provincial counterparts before commencing business operations, otherwise, the service provider may be ordered to rectify the situation, fined and have its illegal gains confiscated by the regulatory authorities. In serious cases, the service provider may be ordered to shut down its website.

According to the Telecommunications Regulations, all telecommunication services in China are classified as either basic telecommunication services or value-added telecommunication services, and value-added telecommunication services are defined as telecommunication and information services provided using public network infrastructure. The Administrative Measures for Telecommunication Business Licensing (《電信業務經營許可管理辦法》) was promulgated by the MIIT in July 2017, which provides more detailed provisions on the types of licenses required to operate value-added telecommunication services, the qualifications and procedures required to obtain such licenses, as well as the supervision and administration of such licenses.

The MIIT issued a catalog as an appendix to the Telecommunications Regulations or the Classification Catalog of Telecommunications Services (《電信業務分類目錄》), which was last revised in June 2019. According to the Classification Catalog of Telecommunications Services, Category 1 of the value-added telecommunication service includes "Internet Data Center Service" (including Internet Resource Collaboration Service (the "IDC Service"), "Content Delivery Network Service" (the "CDN Service"), and "Internet Access Service" (the "ISP Service").

In addition, in 2012, the MIIT promulgated the Circular of the Ministry of Industry and Information Technology on Further Regulating the Market Access for Internet Data Center Businesses and Internet Service Providers (《工業和信息化部關於進一步規範因特網數據中心業務和因特網接入服務業務市場准入工作的通告》), or Circular No. 552, to further specify the requirements on capital, personnel, premises and facilities for operating Internet Data Centers and Internet Service Providers.

On January 17, 2017, the MIIT further issued the Circular of the Ministry of Industry and Information Technology on Cleaning up and Regulating the Internet Access Service Market (《工業和信息化部關於清理規範互聯網網絡接入服務市場的通知》) or the Circular, which emphasizes the requirements set out in Circular 552, and prohibits the operation of the markets of internet data center services, ISP services and CDN services without a license, beyond the geographical scope and beyond the business scope, and from "sub-leasing layer by layer". The IDC and ISP enterprises shall not sublease the IP addresses, bandwidth and other network access resources that they obtain from the Chinese basic telecommunications operators to other enterprises for the operation of IDC services, ISP services or other business. Under the Circular, enterprises engaging in IDC, ISP or CDN business shall conduct comprehensive self-inspection and rectification, timely correct the relevant illegal activities and ensure their business operation is legal and compliant and the utilization of network facilities and circuit resources is standardized. The regulatory authorities shall urge irregular enterprises to make rectifications in a timely manner, and severely investigate and punish enterprises that refuse to make rectifications in accordance with the law; if the circumstances are serious, such enterprises may be deemed as failing to pass the annual inspection and be included in the bad credit record of enterprises, or their operation licenses may not be renewed upon expiration, and their cooperation with basic telecom operators are constantly being revised and developed.

Regulations on Restricting Foreign-invested Value-added Telecommunications Services

According to the Protocol on the Accession of the PRC (《中華人民共和國加入議定書》), which entered into force on November 10, 2001, China has committed to open telecommunication services, excluding Internet data center services, CDN services, and ISP services. Pursuant to the Mainland and Hong Kong Closer Economic Partnership Arrangement and Mainland (《內地與香港關於建立更緊密經貿關係的安排》) and Macao Closer Economic Partnership Arrangement (《內地與澳門關於建立更緊密經貿關係的安排》), as well as subsequent amendments from time to time, the Mainland has committed to open the aforesaid services to service providers from Hong Kong and Macao Special Administrative Regions subject to certain restrictions.

According to the Negative List and the Administrative Provisions on Foreign-invested Telecommunications Enterprises which became effective on May 1, 2022, for the value-added telecommunications services opened up according to China's WTO accession commitment, the foreign equity ratio of a value-added telecommunications service shall not exceed 50%, unless otherwise provided by the PRC. In particular, the Administrative Provisions on Foreign-invested Telecommunications Enterprises has cancelled the previous requirement that the principal foreign investor of a foreign invested telecommunications enterprise engaging in value-added telecommunications services shall have a good track record and operating experience in managing value-added telecommunications services.

In July 2006, the predecessor of the MIIT issued the Notice of the Ministry of Information Industry on Strengthening the Administration of Foreign Investment in Value-added Telecommunications Business (《信息產業部關於加強外商投資經營增值電信業務管理的通知》) or the Notice. Under the Notice, foreign investors which invest in telecom service in China must establish the foreign-invested enterprises, and apply for the telecom business license. The Notice further requires: (i) telecommunication enterprises within the territory of China shall neither lease, transfer or resell, in any form of transaction, any telecommunication business operation license to foreign investors, nor provide foreign investors with resources, venues, facilities and other conditions for illegal operation of telecommunication business; (ii) value-added telecommunication enterprises or their shareholders must directly own the domain names and trademarks used by such enterprises in their daily business; (iii) each value-added telecommunication enterprise must have the facilities necessary for the approved business operation, and maintain such facilities to the extent permitted by its license; and (iv) all value-added telecommunication service providers must maintain network and Internet security in accordance with the standards set forth in the relevant Chinese regulations. In the event that the Permit Holder fails to comply with the requirements specified in the Notice and correct the relevant non-compliance behavior, the MIIT or its local counterpart may, in its sole discretion, take such measures as revoking the value-added telecommunications business operation permit of such Permit Holder.

On January 12, 2017, the State Council issued the Circular on Several Measures Concerning the Expansion of Opening-up and the Active Use of Foreign Capital (《國務院關於擴大對外開放積極利用外資若干措施的通知》), or the Circular, which aims to relax restrictions on the entry of foreign capital into the service, manufacturing, mining and other sectors. In particular, the Circular aims to promote the orderly opening up of the sectors of telecommunications, internet, culture, education, transportation and transportation to foreign investors.

According to the Announcement on Conducting Pilot Work to Expand the Opening-Up of Value-Added Telecommunications Services (《工業和信息化部關於開展增值電信業務擴大對外開放試點工作的通告》) issued and implemented by the MIIT on April 8, 2024, foreign equity restrictions have been lifted for pilot zone in the following sectors: IDC, CDN, ISP, Online Data Processing and Transaction Processing, Information Services, etc.

Additionally, as stipulated in the attached Pilot Plan for Expanding the Opening-Up of Value-Added Telecommunications Services, the registered location of the business entities and the placement of service facilities (including leased or purchased infrastructure) must be within the same pilot zone. CDN acceleration services must not rely on purchasing or leasing facilities outside the pilot zone. ISP services are limited to the designated pilot zone.

REGULATIONS RELATING TO CYBERSECURITY AND DATA SECURITY

The Measures for the Administration of the Graded Protection of Information Security (《信息安全等級保護管理辦法》), the Measures, were released by the Ministry of Public Security, the State Secrecy Bureau, the State Cipher Code Administration and the Information Office of the State Council on June 22, 2007. The Measures divided the security protection of information systems into five grades based on the extent of the damages caused by the destruction of the information systems to the legal rights and interests of citizens, legal persons and other organizations, social order and public interests and national security. The Measures also require operators of information systems of Grade II or above to handle the record-filing procedures with the competent local public security authorities within 30 days after the security protection grade is determined or their information systems are put into operation.

On November 7, 2016, the Standing Committee of the National People's Congress promulgated the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), the Cybersecurity Law, revised on October 28, 2025 and came into force and effect on January 1, 2026. The Cybersecurity Law applies to the construction, operation, maintenance and use of the network as well as the supervision and administration of cybersecurity within the territory of China. According to the Cybersecurity Law. "Network Operator" broadly refers to owners and managers of networks and network service providers that are required to fulfill various security protection obligations, including: (i) complying with security protection obligations as required under the cybersecurity grading system, establishing internal security management systems and operating procedures, designating a person responsible for cybersecurity, taking technical measures to prevent computer viruses and actions endangering cybersecurity, taking technical measures to monitor and record the network operation status and cybersecurity incidents, and taking data security measures such as data classification, backup and encryption, etc. (ii) prepare emergency response plans for cybersecurity incidents, timely dispose of security risks, and, upon the occurrence of incidents that endanger cybersecurity, activate emergency response plans, take appropriate remedial measures, and report to the regulatory authorities; and (iii) provide technical support and assistance to public security authorities and state security authorities in their lawful protection of national security and investigation of crimes. Internet service providers that fail to comply with the Cybersecurity Law may be ordered to rectify the situation, be warned, fined, suspended business, closed website and revoked of business license.

The Standing Committee of the National People's Congress of China issued the Data Security Law of the PRC (《中華人民共和國數據安全法》) on June 10, 2021, which came into effect from September 2021. The Data Security Law of the PRC stipulates the data security and privacy obligations of entities and individuals carrying out data surveillance activities. Where the PRC Data Security Law is violated, the violator may be ordered to cease its illegal activities, be warned and fined, or be ordered to suspend its business, or be revoked its business license or business license. Moreover, the managers directly in charge and other persons with direct responsibility may also be fined.

On July 30, 2021, the State Council released the Regulation on the Security and Protection of Critical Information Infrastructures (《關鍵信息基礎設施安全保護條例》) (the "Safe Protection Regulations"), which was implemented from September 1, 2021. According to the Safe Protection Regulations, "critical information infrastructure" refers to the important network facilities and information systems of important industries such as public communication and information services and other important network facilities and information systems that, if damaged, malfunctioning or data leaked, may seriously endanger national security, national economy, people's livelihood and public interests.The Safe Protection Regulations makes specific requirements on the responsibilities and obligations of critical information infrastructure operators (the "CIIO").

On December 28, 2021, the CAC and several other PRC Governmental Authorities jointly released the Cybersecurity Review Measures (《網絡安全審查辦法》), which came into effect on February 15, 2022. The Cybersecurity Review Measures stipulate that (i) a CIIO purchasing network products and services or an internet platform operator carrying out data processing activities, which affects or may affect national security, are subject to the regulatory scope; (ii) the internet platform operators holding personal information of more than one million users seeking a listing in a foreign country must file for the cybersecurity review and (iii) where members of the cybersecurity review working mechanism believe that network products and services and data processing activities affect or are likely to affect national security, the Cybersecurity Review Office shall report to the Central Cyberspace Affairs Commission for approval as per procedure, and then conduct a review in accordance with the Cybersecurity Review Measures. The Cybersecurity Review Measures provide that relevant violators bear legal consequences in accordance with the Cybersecurity Law and the Data Security Law of the PRC.

On September 24, 2024, the State Council promulgated the Regulations on the Administration of Cyber Data Security (《網絡數據安全管理條例》) (the "Data Security Regulations"), which is applicable to network data processing activities and the security supervision and administration thereof conducted within the territory of the PRC and took effect on January 1, 2025. The Data Security Regulations provide more detailed guidelines on the current rules on various aspects of data processing, including the processors' announcement of data processing rules, obtaining consents and separate consents, security of important data and cross-border transfer of data, and further obligations of platform operators. The Data Security Regulations stipulate that data processors engaging in data processing activities that affect or may affect national security shall be subject to national security review in accordance with relevant laws and regulations. As of the Latest Practicable Date, we have not been involved in any investigations relating to cybersecurity reviews conducted by the CAC, and we have not been summoned to attend official meetings with the relevant regulatory authorities nor received any inquiry, notice, warning, or sanctions in such respect.

On July 7, 2022, the CAC promulgated the Cross-border Data Transfer Security Assessment Measures (《數據出境安全評估辦法》) (the "Security Assessment Measures"), which became effective on September 1, 2022. On February 22, 2023, the CAC promulgated the Measures on the Standard Contract for Outbound Transfer (《個人信息出境標準合同辦法》) (the "Standard Contract Measures"), which became effective on June 1, 2023. On March 22, 2024, the CAC promulgated the Provisions on Promoting and Regulating Cross-Border Data Flows (《促進和規範數據跨境流動規定》) (the "Regulations on Cross-Border Transfer of Data"), effective on the date of promulgation. According to the regulations above, data processor providing data overseas and falling under any of the following circumstances apply for the security assessment of cross-border data transfer by the national cybersecurity authority through its local counterpart: (1) a data processor outbound transfers critical data; (2) a CIIO or a data processor processing the personal information of more than one million individuals transfers personal information abroad; (3) a data processor has outbound transferred a total of 1,000,000 individuals' personal information or 10,000 individuals' sensitive personal information since January 1 of the current year; and (4) other circumstances in which the data processor shall apply for a outbound data transfer security assessment as stipulated by the CAC. The data processor other than CIIO shall conclude a standard contract with overseas recipients or go through the authentication on protection of personal information when: (1) it provides personal information (excluding sensitive personal information) of more than 100,000 but fewer than 1,000,000 individuals abroad since January 1 of the current year; (2) it provides sensitive personal information of not more than 10,000 individuals abroad since January 1 of the current year. Where the circumstances above fall under Articles 3 to 6 of the Regulations on Cross-Border Transfer of Data, the obligation of applying for the security assessment or authentication, and filing the standard contracts shall be exempted. Exemptions under Articles 3 to 6 of the Regulations on Cross-Border Transfer of Data include but are not limited to international trade, cross-border transportation, academic cooperation, transnational production and manufacturing and marketing, and other activities that do not involve personal information or important data, among others. Any failure to comply with such requirements may subject the data processor to, among others, suspension of services, fines, revoking relevant business permits or business licenses and penalties.

REGULATIONS RELATING TO PRIVACY PROTECTION

In recent years, PRC Governmental Authorities have promulgated laws and regulations governing the use of personal information on the Internet to safeguard personal information from any unauthorized disclosure.

According to the Notice of the Supreme People's Court, the Supreme People's Procuratorate and the Ministry of Public Security Concerning Legally Punishing Criminal Activities of Infringement of Citizens' Personal Information (《最高人民法院、最高人民檢察院、公安部關於依法懲處侵害公民個人信息犯罪活動的通知》) issued and became effective on April 23, 2013, and the Interpretation of the Supreme People's Court and the Supreme People's Procuratorate Concerning Application of Law in Handling Criminal Cases of Infringement of Citizens' Personal

Information (《最高人民法院、最高人民檢察院關於辦理侵犯公民個人信息刑事案件適用法律若干問題的解釋》) issued on May 8, 2017 and became effective on June 1, 2017, the following conducts may constitute the crime: (i) providing Citizens' Personal Information to specific persons and publishing Citizens' Personal Information through information networks or other channels in violation of relevant regulations; (ii) providing citizens' personal information lawfully collected to others without the consent of the persons whose personal information is collected (except where the information has been processed to make it impossible to identify the specific persons and the information cannot be recovered after processing); (iii) collecting citizens' personal information in violation of applicable laws and regulations in the process of performing duties or providing services; or (iv) obtaining citizens' personal information by way of purchase, receipt or exchange in violation of applicable laws and regulations.

The National People's Congress adopted the Civil Code of the PRC (《中華人民共和國民法典》) on May 28, 2020, which came into force on January 1, 2021. Under the Civil Code, the personal information of a natural person is protected by law. If any organization or individual needs to obtain personal information of others, it shall obtain such information in accordance with the law and ensure the safety of such information and shall not illegally collect, store, use, process or disseminate the personal information of others, nor shall it illegally provide or make public the personal information of others.

On August 20, 2021, the Standing Committee of the National People's Congress issued the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》), which came into effect from November 1, 2021. In accordance with the Personal Information Protection Law, "personal information" refers to all information recorded, electronically or otherwise, concerning an identified or identifiable individual, but excludes anonymous information. Processing of personal information includes the collection, storage, use, processing, transmission, provision, disclosure and deletion of personal information. The Personal Information Protection Law applies to the activities of processing the personal information of natural persons within the territory of China, as well as the activities of processing the personal information of natural persons within the territory of China outside the territory of China for the purpose of providing domestic natural persons with products or services, analyzing and evaluating the conducts of domestic natural persons, or under any other circumstances as prescribed by laws or administrative regulations. Those that violate the Personal Information Protection Law may be ordered to make corrections, be warned, have their illegal gains confiscated, be fined, have their business suspended, and have their business permits or business licenses revoked. In addition, application programs that illegally process personal information may be ordered to suspend or terminate their services.

Regulations Relating to Generative Artificial Intelligence Services

On November 25, 2022, the CAC, MIIT and the Ministry of Public Security jointly promulgated the Administrative Provisions on Deep Synthesis of Internet Information Service (《互聯網信息服務深度合成管理規定》), which took effect on January 10, 2023. The "deep synthesis technology" provided in such provisions refers to the technology to generate text, graphics, radio, video, virtual scenes, among others, with the use of deep learning and virtual reality. The measures emphasize that the deep synthesis services shall not be utilized for illegal activities prohibited by laws and regulations, and specifically, the related providers of such deep synthesis services shall (i) establish and improve control systems in regard to user registration, algorithm review, technological ethic review, information public review, data security, personal information protection, antitelecom and online fraud, emergency disposal, etc. and hold safe and controlled technical protection measures; (ii) formulate and publicize related management rules and platform pacts, improve service agreements, perform management responsibilities in accordance with laws and agreements, and inform with explicit methods the technical supporters and users of the deep synthesis of their respective information safety obligations.

On July 10, 2023, the CAC and six other ministries jointly promulgated the Interim Measures for the Management of Generative Artificial Intelligence Service (《生成式人工智能服務管理暫行辦法》) ("AI Measures"), effective on August 15, 2023. The AI Measures impose compliance requirements for AI Providers to the general public within the territory of PRC. In addition, on February 29, 2024, the National Technical Committee on Cybersecurity of Standardization Administration of China promulgated the Basic Security Requirement for Generative Artificial Intelligence Service (《生成式人工智能服務安全基本要求》) as a supporting document for AI Measures. If any AI Providers violates the relevant compliance requirements, the competent authorities may require such AI Providers to cease providing generative artificial intelligence services or impose other administrative penalties on such AI Providers. The relevant compliance requirements mainly include:

- AI Providers shall carry out training data processing activities such as pre-training and optimization training in accordance with the law and regulations.

- AI Providers shall formulate clear, specific and operable rules for annotation that meet the requirements of the AI Measures, carry out an assessment of the quality of data annotation, and take samples to verify the accuracy of annotation contents to annotate data during the research and development process of generative artificial intelligence technologies.

- AI Providers shall conclude a service agreement with the users registering for its generative artificial intelligence services (hereinafter referred to as the "Users") to specify the rights and obligations of Users and AI Providers.

- AI Providers shall clarify and publish the applicable Users, occasions and purposes of their services, instruct Users to acquire a scientific and rational understanding and use the generative artificial intelligence technologies according to the laws and regulations, and take effective measures to prevent minor Users from being excessively dependent on or addicted to generative artificial intelligence services.

- AI Providers shall fulfill their obligations of protection for Users' input information and use records in accordance with the laws and regulations, and shall not collect unnecessary personal information, illegally keep the input information and use records that can identify the identity of Users, and shall not illegally provide the input information and use records of Users to others. AI Providers shall promptly accept and process the requests of individuals for access, reproduction, correction, supplementation and deletion of personal information in accordance with the laws and regulations.

- AI Providers of text, image, audio or video to the general public shall (i) assume the responsibilities as the producers of the AI-generated content thereon, and (ii) any AI Providers with attribute of public opinions or capable of social mobilization shall conduct security assessment, and complete the formalities for algorithm filing, change or deregistration in accordance with the relevant regulations.

On March 7, 2025, the CAC together with other relevant authorities issued Measures for the Identification of AI-Generated and Synthesized Content (《人工智能生成合成內容標識辦法》), which took effect on September 1, 2025. According to the regulation, network information service providers are required to add explicit or implicit labels to AI generated synthetic content and take legal measures to regulate the dissemination of such content. When fulfilling procedures such as algorithm filing and security assessments, service providers shall provide materials related to the labeling of generated synthetic content in accordance with these regulations.

REGULATIONS RELATING TO PROPERTY LEASING

Pursuant to the Administrative Measures on the Lease of Commodity Housing (《商品房屋租賃管理辦法》) issued by Ministry of Housing and Urban-Rural Development on December 1, 2010, parties to a lease agreement shall complete the lease registration and filing process with the competent construction (real estate) departments of the municipalities directly under the PRC governments of cities and counties where the housing is located within 30 days after the lease agreement is signed. For those who fail to comply with the above regulations, such competent departments may impose a fine ranging from RMB1,000 and RMB10,000 per lease. In addition, the lessor shall not rent out buildings that are illegal constructions or that change the nature of the use of the house in violation of relevant regulations.

REGULATIONS RELATING TO ANTI-UNFAIR COMPETITION

Anti-Unfair Competition Law

According to the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》), unfair competition refers to the acts of business operators in their production and operation activities in violation of the provisions of the Anti-Unfair Competition Law to disrupt the competition order in the market and impair the legitimate rights and interests of other business operators or consumers. According to the Anti-Unfair Competition Law, business operators shall not fabricate or disseminate false or misleading information, and shall not harm the commercial reputation of competitors or their commodities. Business operators engaging in online production and business activities shall also comply with the provisions of the Anti-Unfair Competition Law. Business operators shall not use technical means to affect users' right to select, etc, or interfere with or disrupt normal operation of network products or services provided legitimately by other business operators. Business operators who violate the Anti-unfair Competition Law shall bear the corresponding civil, administrative or criminal liability in accordance with the specific circumstances.

On August 17, 2021, the SAMR issued a discussion draft of Provisions on the Prohibition of Unfair Competition on the Internet (《禁止網絡不正當競爭行為規定(公開徵求意見稿)》). Accordingly, operators shall not make use of data, algorithms, and other technical means to implement traffic hijacking by influencing users' choices or otherwise, or make use of technical means to illegally obtain or use the data of other operators. In addition, operators shall not (i) fabricate or disseminate misleading information to damage the reputation of their competitors, or (ii) conduct false or misleading commercial promotions for the sales, transaction information, business data and user comments of relevant operators or their commodities, so as to cheat or mislead consumers or the relevant public.

Anti-monopoly Law

According to the Anti-Monopoly Law of the PRC (《中華人民共和國反壟斷法》), released on August 30, 2007 and recently amended on June 24, 2022 by the Standing Committee of the National People's Congress, monopolistic practices include monopoly agreements between business operators, abuse of dominant market positions by business operators, and concentration of business operators that eliminate or restrict market competition or may eliminate or restrict market competition. Where a concentration of business operators reaches the thresholds for declaration prescribed by the State Council, prior to the implementation of the concentration, the declaration must be approved by the anti-monopoly authority. If any business operator fails to comply with the mandatory declaration requirement, the anti-monopoly authority is empowered to order the operator to terminate and/or unwind the transaction, dispose of relevant assets, shares or businesses within certain periods and imposes fines of up to RMB500,000.

On February 7, 2021, the Anti-Monopoly Commission of the State Council promulgated the Anti-monopoly Guidelines of the Anti-Monopoly Commission of the State Council in the Field of Platform Economy (《國務院反壟斷委員會關於平台經濟領域的反壟斷指南》), clarifying various circumstances in which network platform activities are deemed to constitute and implement monopoly agreements, implement abuse of market dominance, and carry out concentration of operators.

REGULATIONS RELATING TO INTELLECTUAL PROPERTY RIGHT

Patent

Chinese patents are primarily protected by the Patent Law of the PRC (《中華人民共和國專利法》). China's patent system applies the principle of first to file. To be granted a patent, an invention or utility model must satisfy three criteria: novelty, inventiveness and practicality. Patent rights are valid for 10, 15 or 20 years from the date of filing, depending on the type of patent.

Copyright

Copyright in China, including copyrighted software, is mainly protected by the Copyright Law of the PRC (《中華人民共和國著作權法》) and pertinent regulations. According to the Copyright Law, the term of protection for copyrighted software is 50 years. The Regulation on the Protection of the Rights to Network Dissemination of Information (《信息網絡傳播權保護條例》), last amended on January 30, 2013, stipulates exhaustive provisions on fair use, statutory licenses and safe harbors in respect of copyright and copyright management technologies, and defines the infringement liability of various entities including copyright holders, libraries and Internet service providers.

On February 20, 2002, the State Copyright Administration promulgated the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》), which regulates the registration of software copyright, software copyright exclusive licensing contracts and transfer agreements. The State Copyright Administration is responsible for the administration of software copyright registration. The China Copyright Protection Centre has been designated as the software registration authority. The China Copyright Protection Centre will issue the registration certificate to those computer software copyright applicants who fulfil the conditions.

Trademark

Registered trademarks are protected by the Trademark Law of the PRC (《中華人民共和國商標法》) and relevant regulations. Trademarks are registered with the State Intellectual Property Office. If an application for registration is made for a trademark that is the same as or similar to a trademark that has already been registered or preliminarily examined and approved for use on the same or similar class of goods or services, the application for registration of such a trademark may be rejected. Unless otherwise cancelled, a trademark registration is valid for ten years and may be renewed. Each renewal of registration is valid for a period of ten years.

Domain Names

Domain names are protected by the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》) promulgated by the MIIT on August 24, 2017 and effective as of November 1, 2017. The registration of a domain name is conducted by the domain name service institution established according to the relevant regulations. The applicant who is successfully registered becomes the holder of the domain name.

REGULATIONS RELATING TO EMPLOYMENT, SOCIAL INSURANCE AND HOUSING FUND

In accordance with the PRC Labor Law (《中華人民共和國勞動法》) and the PRC labor Contract Law (《中華人民共和國勞動合同法》), employers must sign a written labor contract with each full-time employee. All employers must comply with the local minimum wage standards. Violation of the PRC labor Contract Law and the PRC labor Law may result in a fine or other administrative penalty, and serious circumstances may lead to criminal liability.

Furthermore, pursuant to the PRC Social Insurance Law (《中華人民共和國社會保險法》) and the Regulations on the Administration of Housing Funds (《住房公積金管理條例》), Chinese employers are required to offer their employees benefit schemes that cover pension, unemployment, maternity, work-related injury, medical and housing funds.

REGULATIONS RELATING TO FOREIGN EXCHANGE AND DIVIDEND DISTRIBUTION

Regulations on Foreign Currency Exchange

The principal regulations governing foreign currency exchange in China are the Foreign Exchange Administration Regulations (《中華人民共和國外匯管理條例》), most recently amended in 2008. According to PRC foreign exchange regulations, current account payments (such as profit distribution, interest payments and foreign exchange transactions related to trade and services) may be made in foreign currency in accordance with certain procedures, without prior approval from SAFE.

Instead, the conversion of RMB into foreign currencies and export out of China for payment of capital account items (such as direct investments, repayment of loans denominated in foreign currencies, repatriation of investments and investment in securities outside of the PRC) is subject to the approval of, or registration with, the relevant authorities.

The Circular on Further Improving and Adjusting Foreign Exchange Administration Policies for Direct Investment (《關於進一步改進和調整直接投資外匯管理政策的通知》), or Circular 59, promulgated by the SAFE on November 19, 2012 and last revised on December 30, 2019, amends and simplifies the existing foreign exchange procedures. According to Circular 59, the approval or verification from SAFE is no longer required for the opening of multiple special purpose foreign exchange accounts such as initial fees account, foreign exchange capital account and relevant security deposit account, for the re-investment of RMB proceeds obtained from China by foreign investors and for the remittance of foreign exchange profits and dividends by foreign invested enterprises to their foreign shareholders. In addition, an entity may open multiple capital accounts in different provinces, which was previously prohibited. In 2013, SAFE required that direct investment in China by foreign investors managed by SAFE or its local branches must be conducted by way of registration and banks must handle the foreign exchange business relating to such direct investment in China according to the registration documents provided by SAFE and its branches.

In February 2015, SAFE issued the Circular on Further Simplifying and Improving the Policies on Foreign Exchange Administration of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》), or SAFE Circular 13. Entities and individuals may apply to qualified banks for handling relevant foreign exchange registration, instead of applying to the SAFE for approval of foreign exchange registration for foreign direct investment and overseas direct investment. Qualified banks may, under the supervision of the SAFE, directly examine and approve relevant applications and handle registration.

In March 2015, SAFE issued Notice of the State Administration of Foreign Exchange on Reforming the Administration of Foreign Exchange Settlement of Capital of Foreign-invested Enterprises (《關於改革外商投資企業外匯資本金結匯管理方式的通知》), or SAFE Circular 19. The SAFE Circular 19 expands the pilot reform of the administration over the settlement of foreign currency capital of foreign-invested enterprises nationwide. The SAFE Circular 19 replaced both the Circular of the SAFE on Issues Relating to the Improvement of Business Operations with

Respect to the Administration of Foreign Exchange Capital Payment and Settlement of Foreign-invested Enterprises (《關於完善外商投資企業外匯資本金支付結匯管理有關業務操作問題的通知》), or Circular 142 and Circular of the SAFE on Issues concerning the Pilot Reform of the Administrative Approach Regarding the Settlement of the Foreign Exchange Capitals of Foreign-invested Enterprises in Certain Areas (《關於在部分地區開展外商投資企業外匯資本金結匯管理方式改革試點有關問題的通知》), or Circular 36. The SAFE Circular 19 permits all foreign-invested enterprises established in China to voluntarily convert their foreign exchange registered capital into RMB according to their actual business needs, and sets forth the procedure for foreign-invested enterprises to use RMB derived from their foreign-currency valued capital in an equity investment and removes certain other restrictions under Circular 142. However, the SAFE Circular 19 still prohibits foreign-invested enterprises (including foreign-invested enterprises) from using the RMB funds obtained through conversion of their foreign currency capital for expenses outside the scope of their business, and from providing entrusted loans or repaying loans between non-financial enterprises.

SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account (《關於改革和規範資本項目結匯管理政策的通知》), or Circular 16 effective in June 2016, which reiterated certain provisions contained in the SAFE Circular 19. Circular 16 provides that discretionary settlement of foreign exchange is applicable to foreign exchange capital funds, foreign debt funds and funds raised back from offshore listing, while the corresponding RMB capital obtained from conversion of foreign exchange can be used for the provision of loans to affiliates or the repayment of inter-company loans (including third party advances). The SAFE Circular 19 or Circular 16 may cause us to delay or restrict our use of the [**REDACTED**] from overseas [**REDACTED**] to make additional capital contributions to our PRC subsidiaries, and breach of such notification may result in substantial fines or other penalties.

In January 2017, the SAFE promulgated the Circular on Further Improving Reform of Foreign Exchange Administration and Optimizing Genuineness and Compliance Verification (《關於進一步推進外匯管理改革完善真實合規性審核的通知》), or Circular 3, which provides several capital regulation measures for domestic institutions to remit profits to offshore institutions, including that (i) the bank shall review the relevant resolutions of the board of directors on profit distribution, the original of the tax filing form and the audited financial statements pursuant to the principle of real transaction; and (ii) the domestic institution shall make up for its losses incurred in previous years according to law prior to the remittance of profits. In addition, pursuant to Circular No. 3, domestic institutions must specify the source and purpose of the capital, and provide the resolutions of the board of directors, contracts and other evidentiary materials, as part of the procedures for the registration of offshore investment.

On October 23, 2019, the SAFE promulgated Notice of the State Administration of Foreign Exchange on Further Promoting the Facilitation of Cross-border Trade and Investment (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》), or the Circular 28, which became effective on the same day. Circular 28 permits non-investment foreign-invested enterprises to use their capital to make equity investment in China, provided that such investment does not violate the Negative List in force, and the investment targets are true and in compliance with the laws and regulations.

Regulations on Dividend Distributions

The principal laws, rule and regulations governing dividends distribution by companies in the PRC are the PRC Company Law, which applies to both PRC domestic companies and foreign-invested companies, and the FIL 2019 and its implementing rules, which apply to foreign-invested companies. Under these laws, regulations and rules, both domestic companies and foreign-invested companies in the PRC are required to set aside as general reserves at least 10% of their after-tax profit, until the cumulative amount of their reserves reaches 50% of their registered capital. PRC companies are not permitted to distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

Regulations on Foreign Exchange Registration of Overseas Investment by PRC Residents

In 2014, SAFE issued Notice of the State Administration of Foreign Exchange on Issues Relating to Foreign Exchange Control for Overseas Investment and Financing and Round-tripping by Chinese Residents through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》,or SAFE Circular 37. SAFE Circular 37 governs the foreign exchange issues relating to domestic residents or entities seeking overseas investment and financing via the special purpose vehicle (the "Overseas SPV") or round-tripping investments in China. In accordance with SAFE Circular 37, "special purpose vehicle" refers to an offshore enterprise directly established or indirectly controlled by a domestic resident or institution with its legally held onshore assets or interests, or with its legally held offshore assets or interests, for the purpose of offshore investment and financing, and "round-trip investment" refers to the direct investment activities carried out by a domestic resident or institution in the PRC through a special purpose vehicle, i.e. the act of obtaining the right of ownership, control and operation and management by establishing a foreign-invested enterprise. In accordance with the SAFE Circular 37, domestic residents or institutions shall go through the foreign exchange registration formalities with the SAFE or its local branches before contributing capitals to a special purpose vehicle.

In 2015, the SAFE Circular 13 amended the SAFE Circular 37, stipulating that a domestic resident or institution shall register with a qualified bank (instead of the SAFE or its local branch) for overseas enterprises established or controlled by it for the purpose of overseas investment or financing. Prior to the implementation of the SAFE Circular 37, a domestic resident or institution that has contributed its lawful rights and interests or assets to an Overseas SPV but has not registered in accordance with the relevant provisions must register its ownership interest or control interest in the Overseas SPV with a qualified bank. In the case of any material change in a registered special purpose vehicle, such as any change in basic information (including change in domestic individual and name and term of operation), capital increase or decrease, equity transfer or exchange, merger or division, amendment registration procedures shall be completed. Failure to comply with the registration procedures set out in SAFE Circular 37 and the subsequent notice, misrepresentation or failure to disclose control rights of the FIE established in the form of round-trip investment may restrict the foreign exchange business of the FIE, including the payment of dividends and other distributions (such as proceeds from capital reduction, share transfer or liquidation) to its offshore parent company or associated companies, and capital inflow from its offshore parent company, and may also subject the relevant domestic residents or institutions to penalties under China's Foreign Exchange Administrative Rules.

REGULATIONS RELATING TO EQUITY INCENTIVE PLANS

In February 2012, SAFE promulgated the Notice on Foreign Exchange Administration of PRC Residents Participating in Share Incentive Plans of Offshore Listed Companies (《關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》). According to the Notice and other relevant rules and regulations, a domestic individual refers to a PRC resident or a non-PRC citizen (with few exceptions) who has continuously resided in China for no less than one year. A domestic individual who participates in an equity incentive plan of a company listed overseas must register with the SAFE or its local branch and go through several other procedures. A domestic individual participating in an equity incentive program shall engage a qualified domestic agency to handle registration and other procedures with the SAFE with respect to the equity incentive program on his/her behalf. The relevant agency may be a domestic subsidiary of an overseas listed company or other qualified institution selected by such domestic subsidiary. A participant shall also engage an overseas agency to handle such matters as exercise of its stock options, trading of the corresponding stocks or equities and transfer of funds. In addition, in the event of any material change of the equity incentive plans, the domestic agencies or offshore principals, or any other material change, the domestic agencies must process the change of registration with the SAFE for the equity incentive plans. The domestic agencies must, on behalf of the domestic individuals entitled to exercise employee stock options, apply to the SAFE or its local branches for the annual quota to be paid in foreign currencies for the exercise of employee stock options by domestic individuals. The foreign exchange income obtained by the domestic individuals from selling the stocks under the equity incentive plans and the dividends distributed by the overseas listed companies shall be remitted to the bank account opened by the Chinese agencies in China before being distributed to the domestic residents. The foreign exchange proceeds obtained by a domestic individual from the sale of stocks under an equity incentive plan and the dividends distributed by an overseas listed company shall be remitted into a bank account opened by a Chinese agency in China before being distributed to the relevant domestic resident.

REGULATIONS RELATING TO TAX

Enterprise Income Tax

Under the Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) (the "EIT Law"), which became effective on January 1, 2008 and was subsequently amended on February 24, 2017 and December 29, 2018, and its implementing rules, enterprises are classified as resident enterprises and non-resident enterprises.

PRC resident enterprises generally pay an EIT at the rate of 25%, however, non-PRC resident enterprises that do not have a branch in China pay a 10% EIT on their China-sourced income. An enterprise established outside China whose "place of effective management" is located in the PRC is deemed to be a "resident enterprise", meaning that it is entitled to similar EIT treatment as domestic enterprises for PRC tax purposes. The Implementing Rules of Enterprise Income Tax Law define a "place of effective management" as a management entity that, in practice, exercises "substantial and complete management and control" over the production, operation, personnel, accounting, property, etc., of the enterprise. Enterprises meeting the condition of "Hi-Tech Enterprises" are entitled to a 15% enterprise income tax rate instead of the 25% statutory rate. As long as the enterprise maintains its status as a "Hi-Tech Enterprise", the tax benefits will be continued.

The EIT Law and its implementing rules stipulate that dividends are paid to "non-resident enterprise" investors, and (a) there is no institution or place within the territory of China or (b) Yield (subject to the relevant dividends and Yield coming from sources within the territory of China) is usually paid at 10% of Tax rate for the income of relevant investors who have established institutions or places within the territory of China but have no actual connection with the institutions or places they have established. Income tax on dividends can be reduced according to tax agreements between China and other jurisdictions. According to the Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》), or the Double Tax Avoidance Arrangement, and other applicable PRC laws, the withholding tax on dividends received by Hong Kong resident enterprises from Chinese resident enterprises in Tax rate may be reduced from 10% to 5% with the approval of the competent authority in Tax Practice if the Hong Kong resident enterprises are deemed to meet the relevant conditions and provisions of the Arrangement for the Avoidance of Double Taxation and other applicable laws by the competent authority in Tax Practice, China. However, according to the Notice on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (《關於執行稅收協定股息條款有關問題的通知》) issued on February 20, 2009 by the State Taxation Administration, if the relevant Tax Practice institution in China determines, at its discretion, that a company has benefited from the relevant reduced income tax rate due to a structure or arrangement driven mainly by Tax Practice, the relevant Tax Practice institution in China may adjust the preferential tax treatment. According to the Announcement on Relevant Issues Concerning the "Beneficial Owners" in Tax Treaties (《關於稅收協定中"受益所有人"有關問題的公告》) issued on February 3, 2018 by the State Taxation Administration and effective from April 1, 2018, which replaces the Notice on Interpretation and Identification of Beneficiary Owners in the with respect to Tax Agreement and the Announcement on Identification of Beneficiary Owners in the with respect to Tax Agreement issued by the State

Administration of Tax Practice, the "Beneficiary Owners" shall be clearly excluded from agent/power of attorney and the designated wire transfer loss payee as "Beneficiary Owners" based on comprehensive analysis of the factors and actual conditions specified therein.

Value-added tax

Pursuant to the Value-added Tax Law of the PRC, which took effective on January 1,2026, all taxpayers engaged in sale of goods, services, intangible assets and immovables and importation of goods within the territory of the PRC shall pay the VAT in accordance with the law and regulation. The MOF and the STA issued the Notice of on Adjusting VAT Rates (《財政部國家稅務總局關於調整增值稅稅率的通知》) on April 4, 2018, to adjust the tax rates of 17% and 11% applicable to any taxpayers VAT taxable sale or import of goods to 16% and 10%, respectively, this adjustment became effect on May 1, 2018. Subsequently, the MOF, the STA and the General Administration of Customs jointly issued the Announcement on Relevant Policies for Deepening the VAT Reform (《財政部國家稅務總局關於深化增值稅改革有關政策的公告》) on March 20, 2019, which came into effect on April 1, 2019, the tax rate of 16% applicable to the VAT taxable sale or import of goods shall be adjusted to 13%, and the tax rate of 10% applicable thereto shall be adjusted to 9%.

Pursuant to the Notice of Ministry of Finance and State Taxation Administration on Value-added Tax Policies for Software Products (《財政部、國家稅務總局關於軟件產品增值稅政策的通知》) promulgated on October 13, 2011 and effective on January 1, 2011, a value-added tax general taxpayer selling software products developed and produced by itself shall be subject to levying and collection of value-added tax at the tax rate of 17%, and the policy of forthwith levy and forthwith refund shall be implemented for the portion of value-added tax actually paid which exceeds 3%.

REGULATIONS RELATING TO OVERSEAS LISTING

Pursuant to the Trial Measures for the Administration of Overseas Offering and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) ("Trial Measures") promulgated by the CSRC on 17 February 2023 and effective as of 31 March 2023, direct or indirect issuance of securities overseas by a domestic company or listing of its securities overseas is subject to the regulations of the CSRC, and in the case of an initial public offering of shares or listing overseas, the issuer or the designated entity shall file with the CSRC within three business days after the application for the initial public offering is submitted.

On 24 February 2023, the CSRC, the MOF, the National Administration of State Secrets Protection and the National Archives Administration of China jointly promulgated the Provisions on Strengthening the Confidentiality and Archives Administration Related to the 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》). Pursuant to these Provisions, if a domestic enterprise is to provide to the relevant securities companies, securities service institutions, overseas regulatory authorities or other entities and individuals, or publicly disclose, any document or material that involves state secrets and working secrets of state agencies, it shall report to the competent department with the examination and approval authority for approval in accordance with the law, and submit to the secrecy administration department of the same level for filing. The working papers formed within the territory of the PRC by the securities companies and securities service agencies that provide corresponding services for the overseas issuance and listing of domestic enterprises shall be kept within the territory of the PRC. Cross-border transfer shall go through the examination and approval formalities in accordance with the relevant provisions of the PRC.