

REGULATORY OVERVIEW

OVERVIEW OF LAWS AND REGULATIONS IN THE PRC

This section sets out a summary of the most significant laws and regulations that affect our business activities in the PRC.

Regulations Relating to Protection of Consumer Rights and Interests

According to the Law of the PRC on the Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》) promulgated by the SCNPC on October 31, 1993, amended on October 25, 2013, and effective on March 15, 2014, business operators shall ensure that the commodities or services they provide 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 warnings, explaining and indicating the correct methods of using commodities or receiving services and the methods for preventing damage. After discovering any defects which may endanger personal or property safety in their provided commodities or services, business operators shall immediately report to the relevant administrative departments and inform consumers; and take measures such as cessation of sale, issuance of a warning, recall, harmless treatment, destruction, and cessation of production or service. Business operators who fail to comply with consumer protection regulations shall bear civil or criminal liability in accordance with law.

Regulations Relating to Compulsory Product Certification

Pursuant to the Administrative Regulations on Compulsory Product Certification (2022 Amendment) (《強制性產品認證管理規定(2022年修訂)》) that was promulgated by the SAMR and became effective on November 1, 2022, and the Catalogue of Descriptions and Table of Definitions for Compulsory Product Certification (2023 Amendment) (《強制性產品認證目錄描述與界定表(2023年修訂)》) issued by the SAMR on August 10, 2023, the SAMR is in charge of the supervision and quality certification of automobiles. The motor vehicles and their safety accessories, motor vehicle tires and safety glass in the absence of the compulsory product certificate and the mandatory certification mark of China, shall not leave the factory, export or put on sale.

Regulations Relating to the Electric Control Industry

Pursuant to the Standardisation Law of the People’s Republic of China (2017 Revision) (《中華人民共和國標準化法(2017修訂)》) that was promulgated by the SCNPC on December 29, 1988, amended on November 4, 2017 and became effective on January 1, 2018, fields such as agriculture, industry, service industries and social undertakings require unified technical requirements.

GB/T 18488-2024 Drive motor system for electric vehicles 《電動汽車用驅動電機系統(標準號 GB/T 18488-2024)》 jointly issued by the SAMR and Standardization Administration of China, is a voluntary national standard, specifying model designation, technical requirements, test methods, inspection rules, and marking for electric vehicle drive motor systems, applicable to drive motors, controllers, and relevant vehicle motors.

Favorable Policies on New Energy Vehicles in China

Pursuant to the Notice on Launching Pilot Reforms for Automobile Circulation and Consumption (《關於開展汽車流通消費改革試點工作的通知》) jointly issued by the MOFCOM and other seven ministries and commissions on January 20, 2025, and effective immediately, pilot reforms for automobile circulation and consumption will be conducted during the period 2025-2027. The initiative aims to stimulate vitality in the automotive consumer market and promote

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high-quality development of the automobile industry. The reforms primarily focus on five key areas: (i) stabilizing and expanding automobile consumption; (ii) promoting the efficient circulation of used vehicles; (iii) cultivating the environment of automobile culture; (iv) enhancing the recycling system for end-of-life vehicles; (v) advancing the digital circulation and consumption of automobiles.

According to the Development Plan for the New Energy Vehicle Industry (2021-2035) (《新能源汽车产业发展规划(2021-2035年)》) which was promulgated and implemented by the General Office of the State Council on October 20, 2020, designates deepening supply-side structural reform as its central guiding principle. It emphasizes the strategic direction of electrification, connectivity, and intelligence, and upholds the principles of market orientation, innovation-driven growth, coordinated development, and openness to foster the industry’s high-quality and sustainable advancement. The plan sets forth two phased objectives: by 2025, to significantly enhance the market competitiveness of new energy vehicles through breakthroughs in key technologies; and by 2035, to elevate core technologies to an internationally advanced level and achieve comprehensive development across all related fields.

Regulations Relating to Cybersecurity and Data Security

Pursuant to the Cybersecurity Law of the PRC (the “Cybersecurity Law”) (《中华人民共和国网络安全法》) issued by the SCNPC on November 7, 2016 and implemented on June 1, 2017, latest amended on October 28, 2025, and will be effective on January 1, 2026, the state shall implement the rules for graded protection of cybersecurity. Network operators shall, according to the requirements of laws and regulations as well as the mandatory requirements of national and industry standards, develop internal security management mechanisms, take technical measures and other necessary measures to ensure network security and stable operation. The state emphasizes the protection of critical information infrastructure in important sectors and areas including, among other things, public telecommunications and information services, energy, transportation, irrigation, finance, public services and e-government, which may gravely affect national security, national economy, people’s livelihood and public interest. Personal information and important data collected and produced by critical information infrastructure during operation shall be stored within the territory; where due to business requirements it is truly necessary to provide it outside the mainland, a security assessment shall be conducted according to the requirements of relevant departments. Under the Cybersecurity Law, where network operators provide network access and domain registration services for users, handle network access formalities for fixed-line or mobile phone users, or provide users with information release services, instant messaging services and other services, they shall require users to provide true identity information, or otherwise, the network operators shall not provide them with relevant services. The Cybersecurity Law also specifies that the network operators shall provide technical support and assistance to public security and state security authorities for safeguarding national security and investigating criminal activities. Network operators in violation of the provisions of the Cybersecurity Law may be subject to penalties including, among other things, order for making rectifications, warnings or fines, confiscation of unlawful gains, order for temporary suspension of operations, suspension of business for corrections, closing down of websites, revocation of relevant operations permits.

According to the Data Security Law of the PRC (《中华人民共和国数据安全法》) promulgated by the SCNPC on June 10, 2021, which became effective on September 1, 2021, or the Data Security Law, data processing activities (including the collection, storage, use, processing, transmission, provision and disclosure of data) shall be carried out in accordance with the provisions of laws and regulations, a whole-process data security management system should be established and improved, data security education and training should be organized and carried out, and corresponding technical measures and other necessary measures should be taken to ensure data security. The use of the internet and other information networks to carry out data processing activities shall fulfill the aforementioned data security protection obligations based on the network

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security hierarchical protection system. Processors of important data should specify the person responsible for data security and management agencies to implement data security protection responsibilities.

According to the Measures for Data Security Administration in the Industry and Information Technology Field (Trial Implementation) (《工業和信息化領域數據安全管理辦法(試行)》) issued by the MIIT on December 8, 2022, and effective from January 1, 2023, industrial and telecommunication data processors are required to classify data by first categorizing it based on its type, regularly assessing and assigning appropriate security levels, aligning data classification with industry requirements, business needs, data sources and purposes, and other pertinent factors, and ultimately compiling a data classification list. Additionally, industrial and telecommunication data processors should establish a robust data classification management system, continually enhance it, take measures to protect data based on security levels, conduct key protection of critical data, implement stricter management and protection measures for core data on the basis of critical data protection, and apply the highest level of security requirements when processing data with different security levels simultaneously. The Measures for Data Security also impose certain obligations on industrial and telecommunication data processors, including the implementation of a data security work system, encryption key management, data collection, storage, usage, and transmission, data access, transparency, data destruction practices, safety audits, and emergency response plans.

According to the Several Provisions on the Management of Automobile Data Security (for Trial Implementation) (《汽車數據安全管理若干規定(試行)》) (the “Several Provisions on Automotive Data”) jointly issued by the CAC, the NDRC, the MIIT, the MPS and the MOT on August 16, 2021 and implemented on October 1, 2021, automobile data processors including, among others, automobile manufacturers, components and parts and software suppliers, dealers, maintenance organizations, and ride-hailing and sharing service enterprises shall process automobile data in a lawful, legitimate, specific and clear manner, and such data includes personal information and important data involved during the design, production, sales, use, operation and maintenance, among others, of vehicles.

Regulations Relating to Environmental Protection

Pursuant to the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) (the “Environmental Protection Law”), which was promulgated by SCNPC on April 24, 2014 and became effective on January 1, 2015, enterprises, institutions and other manufacturing operators shall prevent and reduce environmental pollution and ecological damage, and shall be liable for damages caused by them pursuant to the law.

According to the Environmental Impact Assessment Law of the PRC (《中華人民共和國環境影響評價法》) promulgated by the SCNPC on October 28, 2002 and implemented on September 1, 2003, and last revised 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》) promulgated by the State Council on November 29, 1998 and subsequently revised on July 16, 2017, the State implemented the environmental impact assessment to classify construction projects according to the impact of the construction projects on the environment. Construction projects without undergoing assessment for environmental impact according to the laws cannot commence construction.

Regulations Relating to Leased Properties

Pursuant to the Administrative Measures for Commercial Housing Leases (《商品房屋租賃管理辦法》) promulgated by the Ministry of Housing and Urban-Rural Development on December 1, 2010 and effective as of February 1, 2011, the lessor and the lessee shall complete property leasing registration and filing formalities within 30 days from execution of the lease contract with the real estate administration department of the People’s Government of the centrally-administered municipality, municipality or county where the leased property is located. Failure to register the lease in accordance with the Measures may result in a fine ranging from RMB1,000 to RMB10,000 imposed on the parties to the lease contract.

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Regulations Relating to Intellectual Property Rights

1. *Patents*

According to the Patent Law of the PRC (《中華人民共和國專利法》) issued by the SCNPC on March 12, 1984, last amended on October 17, 2020 and effective on June 1, 2021, and the Implementation Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) (the “Patent Law Implementing Rules”), which came into force on January 20, 2024, the patent administrative department under the State Council is responsible for the administration of patent-related work throughout the country and the patent administration departments of provincial or autonomous regions or municipal governments are responsible for administering patents within the respective administrative areas. The Patent Law and the Patent Law Implementing Rules provide for three categories of patents, namely inventions, utility models and designs. Invention patents are valid for twenty years, while utility model patents are valid for ten years, and design patents are valid for fifteen years, in each case from the date of application. The Chinese patent system adopts a “first-to-file” principle, which means that where more than one person files a patent application for the same invention, a patent will be granted to the person who files the application first. An invention or a utility model must possess novelty, inventiveness and practical applicability to be patentable. Third parties must obtain consent or a proper license from the patent owner to use the patent. Otherwise, the unauthorized use constitutes an infringement on the patent rights.

2. *Copyrights*

Pursuant to the Copyright Law of the PRC (《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 effective on June 1, 2021, copyrights include personal rights such as the right of publication and that of attribution, as well as property rights such as the right of reproduction and that of distribution. Copyright protection extends to internet activities, products, and software products transmitted through the internet. Reproducing, distributing, performing, projecting, broadcasting, compiling a work, or communicating the same to the public via an information network without permission from the owner of the copyright therein, unless otherwise provided under the Copyright Law of the PRC, shall constitute infringement of copyrights. The infringer shall undertake to cease the infringement, eliminate the impact, offer an apology and compensate for damages.

Pursuant to the Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) promulgated by the National Copyright Administration on February 20, 2002 and the Regulation on Computers Software Protection (《計算機軟件保護條例》) amended by the State Council on January 30, 2013 and came into effect on March 1, 2013, the National Copyright Administration is mainly responsible for the registration and management of software copyright in the PRC and recognizes the China Copyright Protection Centre as the software registration organization. The China Copyright Protection Centre shall grant certificates of registration to computer software copyright applicants in compliance with the regulations of the Measures for the Registration of Computer Software Copyright and the Regulation on Computers Software Protection.

3. *Trademarks*

According to the Trademark Law of the People’s Republic of China (《中華人民共和國商標法》) promulgated by the SCNPC on August 23, 1982, last amended on April 23, 2019 and effective as of November 1, 2019, as well as the Implementation Regulations for 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 effective as of May 1, 2014, registered trademarks, including commodity trademarks, service marks and collective trademarks, certification marks. The trademark bureau of the administration for industry and commerce department of the State Council shall be in charge of trademark registration and administration nationwide; a registered trademark shall be valid for 10 years, and another ten years if requested

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upon expiry of the first or any renewed ten-year term; upon expiry of the validity period of a registered trademark, trademark registrant can complete renewal formalities within the 12-month period before the expiry date and the validity period of each renewal shall be 10 years. A principle of first come, first file is adopted in the registration of trademark in the PRC. Where trademark for which a registration application has been made is identical or similar to another trademark which has already been registered or been subject to a preliminary examination and approval for use on the same kind of or similar commodities or services, the application for registration of such trademark may be rejected. Applying for registration of a trademark shall not prejudice the existing right first obtained by others, nor could any person register in advance a trademark that has already been used by another party and has already gained a sufficient degree of reputation through such party's use. Using a trademark identical or similar to the registered trademark on the same or similar commodities without the permission of the trademark registrant constitutes an infringement on the exclusive right to use a registered trademark. The infringer shall, in accordance with the regulations, undertake to cease the infringement, take remedial measures and compensate for losses.

4. Domain Names

According to the Administrative Measures on 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 MIIT shall implement supervision and administration over domain name services nationwide; domain name registration services shall in principle implement “first apply first register”; domain name registration service organisations providing domain name registration services shall require applicants for domain name registration to provide true, accurate and complete domain name registration information of the domain name holder such as the identity information etc; upon completion of the domain name registration, the applicant will become the holder of such registered domain names.

Regulations Relating to Foreign Exchange and Overseas Investment

Pursuant to the Regulations on the Administration of Foreign Exchange of the PRC (《中華人民共和國外匯管理條例》) promulgated by the State Council on January 29, 1996 and last amended and implemented on August 5, 2008, RMB can be converted into other currencies for current accounts such as trade-related income and expenses and payments of interest and dividends. While for capital items such as direct equity investment, loan and divestment, the conversion of RMB into other currencies and the remittance of the converted foreign currencies outside China shall be subject to prior approval of the SAFE or its local branches.

Pursuant to the Notice on Issues concerning Foreign Exchange Control Pertaining to Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), promulgated by the SAFE with immediate effect on December 26, 2014, domestic companies listed overseas shall submit the registration documents for their overseas listings to domestic banks to open designated foreign exchange accounts regarding their initial or follow-on offerings and share repurchases, and handle the exchange, transfer and remittance of relevant funds through such designated accounts, and the proceeds raised from overseas listings of a domestic company may be remitted into the PRC or deposited overseas, and the use of such proceeds shall be consistent with those set out in the document or other publicly disclosed documents such as the corporate bonds offering documentations, board resolutions or shareholders' resolutions.

On May 23, 2025, the People's Bank of China and the SAFE issued the Notice of the Management of Funds Raised by Overseas Listings of Domestic Enterprises (Draft for Comments) (《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(徵求意見稿)》), with a deadline of June 22, 2025 for feedback. On the date of formal implementation of the Draft for Comments, the Notice on Issues concerning Foreign Exchange Control Pertaining to Overseas Listing will be abolished.

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Regulations on Overseas Direct Investment

According to the Provisions on the Foreign Exchange Administration of Overseas Direct Investment by Domestic Institutions (《境內機構境外直接投資外匯管理規定》), which was promulgated by the SAFE on July 13, 2009 and came into effect on August 1, 2009, enterprises in Chinese Mainland may apply for foreign exchange registration for overseas direct investment after obtaining approval for overseas investment. In addition, according to the Notice on Further Simplifying and Improving the Policies for 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》), which was promulgated by the SAFE on February 13, 2015 and came into effect on June 1, 2015, the administrative approval for foreign exchange registration for overseas direct investment has been canceled, and banks are entitled to directly review and conduct the foreign exchange registration for overseas direct investment.

Pursuant to the Measures for the Administration of Overseas Investment (《境外投資管理辦法》) which was issued by the MOFCOM on September 6, 2014 and came into effect on October 6, 2014, the MOFCOM and the commerce departments at provincial levels shall subject the overseas investment of enterprises to recordation or confirmation management, depending on the actual circumstances of investment. Overseas investment involving any sensitive country or region, or any sensitive industry shall be subject to confirmation management. Overseas investment under other circumstances shall be subject to recordation management.

Pursuant to the Administrative Measures for Overseas Investment by Enterprises (《企業境外投資管理辦法》) promulgated by the NDRC on December 26, 2017 and took effect on March 1, 2018, the investing activities of enterprises in Chinese Mainland such as acquiring overseas ownerships, controlling rights, operating and management rights and other relevant interests by way of investing assets and interests or providing financing and guarantees to control its overseas enterprises, either directly or indirectly, are required to obtain approval or filing with the NDRC in accordance with the relevant conditions of the overseas investment projects. Overseas investment projects that involve sensitive countries and regions or sensitive industries shall be subject to approval management by the NDRC and non-sensitive overseas investment projects shall be subject to filing management. For non-sensitive projects of US\$300 million or above invested by local enterprises in Chinese Mainland or carried out by overseas enterprises controlled by them, the investors shall file with the NDRC and non-sensitive overseas investment projects, of which the investment amount of investors in Chinese Mainland is less than US\$300 million (exclusive) shall file with the provincial counterpart of the NDRC.

Regulations Relating to Import and Export of Goods and Technology

According to the Foreign Trade Law of the PRC (《中華人民共和國對外貿易法》) formulated by the SCNPC on May 12, 1994 and last amended on December 30, 2022, foreign trade operators engaged in the import and export of goods or technologies are not required to register with competent department of foreign trade under the State Council or its authorized institution. The competent department of foreign trade under the State Council or its authorized institution shall grant a license to the consignee or consignor who applies for automatic licensing prior to completing customs clearance formalities for imports and exports subject to automatic licensing. For the import and export of technologies that are subject to free import and export, the contract filing and registration with the competent department of foreign trade under the State Council or its authorized institution shall be completed.

According to the Customs Law of the PRC (《中華人民共和國海關法》) promulgated by the SCNPC on January 22, 1987, and subsequently amended on April 29, 2021, effective from the same date, the Customs of the PRC is vested with the authority for the supervision and administration of entry and exit points. Under the framework of pertinent laws and administrative regulations, the Customs exercises its jurisdiction over various aspects, including the inspection and regulation of vehicles, goods, luggage, postal articles, and other items entering and departing the country. This

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mandate encompasses the assessment and collection of customs duties, taxes, and fees, as well as the prevention and detection of smuggling activities, compilation of customs statistics, and execution of related customs procedures.

Regulations on Taxation

1. *Enterprise Income Tax (EIT)*

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) promulgated by the SCNPC on March 16, 2007, which last amended on December 29, 2018, and the Implementation Regulations for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) amended by the State Council and came into effect on January 20, 2025, enterprises shall be classified into resident enterprises and non-resident enterprises. The income tax rate of resident enterprises is 25%, while the income tax rate of non-resident enterprises is 20%. Enterprise income tax shall be payable by a resident enterprise for the income derived from or accruing in or outside the PRC. Enterprise income tax shall be payable by a non-resident enterprise with office or premises within the territory of the PRC for the income derived from or accruing in the PRC by its office or premises, and the income derived from or accruing outside the PRC for which its office or premises has a de facto relationship. For high and new technology enterprises that need key support of the country are entitled to enjoy the reduced enterprise income tax rate of 15%.

2. *Value-Added Tax (VAT)*

Pursuant to the Provisional Regulations on Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例》) promulgated by the State Council on December 13, 1993 and last amended and implemented on November 19, 2017, and the Detailed Implementing Rules of the Provisional Regulations on Value-Added Tax of the PRC (《中華人民共和國增值稅暫行條例實施細則》) promulgated by the MOF on December 15, 1993, last amended on October 28, 2011 and implemented on November 1, 2011 (collectively, the “VAT Law”), all taxpayers selling goods, providing processing, repairing or replacement services, sales of services, intangible assets and immovable assets and importing goods within the PRC shall pay value-added tax. Unless provided otherwise, for general VAT taxpayers selling services and intangible assets, the value-added tax rate is 6%.

On December 25, 2024, the SCNPC promulgated the Value-added Tax Law (《中華人民共和國增值稅法》), which will come into effect on January 1, 2026 and replace the Provisional Regulations on Value-added Tax of the PRC. According to the Value-added Tax Law, entities and individuals (including individual businesses) engaged in the sale of goods, services, intangible assets and immovables and importation of goods within the territory of the PRC are VAT payers and shall pay VAT. Taxpayers that sell goods are subject to a tax rate of 13% and taxpayers that sell services or intangible assets are subject to a tax rate of 6%. Unless otherwise specified in the Value-added Tax Law, taxpayers making taxable transactions shall calculate and pay VAT by offsetting input tax against output tax according to the general tax calculation method and calculate the VAT payable.

Regulations on Labor

The Labor Law of the PRC (《中華人民共和國勞動法》) promulgated by the SCNPC on July 5, 1994 and last amended on December 29, 2018 and the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) promulgated on June 29, 2007, effective from January 1, 2008, and last amended on December 28, 2012 and effective on July 1, 2013 stipulate the relationship between the employers and the employees, and specifies the terms and conditions of the labor contracts.

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Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) promulgated by the SCNPC on October 28, 2010, effective from July 1, 2011, and last amended on December 29, 2018, the Provisional Regulations for the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) issued by the State Council on January 22, 1999 and last amended on March 24, 2019, and the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》) issued by the State Council on April 3, 1994, and amended on March 24, 2002 and March 24, 2019, respectively, employers are required to pay social insurance premiums such as basic pension insurance, unemployment insurance, basic medical insurance, work-related injury insurance and maternity insurance for their employees, and contribute to housing provident funds. If the employer fails to pay the housing fund within the prescribed time, it may be ordered to pay within a certain period of time, and if it still fails to pay, compulsory enforcement by the court can be applied.

Regulations on Dividend Distribution

Pursuant to the Company Law of the PRC (《中華人民共和國公司法》) promulgated by the SCNPC on December 29, 1993, and last amended on December 29, 2023 and effective from July 1, 2024, companies are required, when distributing their annual after-tax profits, to allocate 10% of such profits to the statutory common reserve fund until the accumulated amount reaches 50% or more of the company’s registered capital. Where the statutory common reserve fund is insufficient to cover losses from previous years, the current year’s after-tax profits shall first be used to make up such losses before making any allocation to the statutory common reserve fund. After the statutory common reserve fund has been allocated, the company may, upon a resolution adopted at a shareholders’ general meeting, further allocate after-tax profits to a discretionary common reserve fund. After making up losses and allocating to the statutory and discretionary common reserve funds, the remaining after-tax profits shall be distributed to the shareholders.

Regulations on Anti-Unfair Competition and Anti-Monopoly

1. Anti-Monopoly

According to the Anti-Monopoly Law of the PRC (《中華人民共和國反壟斷法》) promulgated by the SCNPC on August 30, 2007 and amended on June 24, 2022, monopolistic conduct is prohibited, including entering into monopoly agreements, abusing a dominant market position, and implementing concentrations of undertakings that have the effect of eliminating or restricting competition.

2. Anti-Unfair Competition

According to the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) promulgated by the SCNPC on September 2, 1993 and last amended on June 27, 2025 and effective from October 15, 2025, business operators shall, in their production and marketing activities, follow the principles of voluntariness, fairness, good faith, and business ethics, and comply with laws and regulations. Business operators are prohibited from conducting false or misleading commercial publicity regarding the performance, functions, quality, sales, user reviews, or awards of their goods or services, with the intent to defraud or mislead consumers, and from engaging in improper market practices that harm the interests of competitors, including forging or passing off the trademarks, names, or logos of others, infringing others’ trade secrets, conducting false or misleading publicity through advertising or other means, offering commercial bribes, or damaging the goodwill of competitors or the reputation of their products.

Regulations Relating to Filing of Overseas Listing by Domestic Enterprises

According to the Trial Administrative Measures of 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》) promulgated by the CSRC on February 17, 2023 and effective from March 31, 2023, a new filing regime has been

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introduced which requires PRC domestic companies to complete a filing with the CSRC for their direct or indirect overseas securities offerings and listings by submitting materials on key compliance matters. The Trial Measures provide that overseas securities offerings and listings are expressly prohibited under any of the following circumstances: (i) such securities offerings and listings are expressly prohibited by laws and regulations; (ii) the proposed securities offerings and listings may endanger national security as reviewed and determined by competent authorities under the State Council; (iii) the domestic company, its controlling shareholder(s), or its actual controller has committed any crime including corruption, bribery, embezzlement, misappropriation of property or disrupting the order of the socialist market economy within the past three years; (iv) the domestic company is under investigation for suspected criminal offenses or major violations of laws and regulations and no definitive conclusion has been reached; or (v) there are material ownership disputes regarding equity held by the domestic company’s controlling shareholder(s) or other shareholder(s) controlled by the controlling shareholder(s) and/or the actual controller. As advised by our PRC legal counsel, we do not fall within any of the aforementioned circumstances that would prohibit us from conducting an overseas listing.

According to the Provisions on Strengthening the Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) jointly promulgated by the CSRC and three other government authorities on February 24, 2023 and effective from March 31, 2023, where a domestic company provides or publicly discloses any documents or materials involving state secrets or working secrets of state organs to securities companies, securities service institutions, overseas regulatory authorities, or other entities and individuals, or provides or publicly discloses such documents or materials through its overseas listing entities, it shall obtain approval from the competent authority with examination and approval power and file with the secrecy administration department at the same level. Domestic companies that provide accounting archives or copies thereof to securities companies, securities service institutions, or overseas regulatory authorities shall complete the relevant procedures in accordance with applicable regulations. Working papers produced within the PRC by securities companies and securities service institutions providing services for the overseas offering and listing of domestic companies shall be kept within the territory of the PRC, and any cross-border transfer of such working papers shall go through the examination and approval procedures as required under the relevant regulations.

H Share Full Circulation

According to the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-share Listed 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 and amended on August 10, 2023, shareholders of domestic unlisted shares, subject to compliance with applicable laws and regulations and policies on state-owned asset administration, foreign investment, and industry regulation, may determine through consultation the number and proportion of shares to be converted into circulating H-shares, and entrust the H-share listed company to handle the filing procedures with the CSRC. Domestic joint stock limited companies that have not been listed on any stock exchanges may apply for the “full circulation” of their H-shares in conjunction with their overseas initial public offering.