A summary of the main PRC laws, rules and regulations applicable to our current business and operations is set out below.

LAWS AND REGULATIONS RELATING TO FOREIGN INVESTMENT IN THE PRC

Industry Catalogue for Foreign Investment

The 2021 Negative List was jointly promulgated by the NDRC and the MOFCOM on 27 December 2021, and became effective on 1 January 2022. It contains a list of sectors that the entry of foreign investment is prohibited or restricted. According to the 2021 Negative List, our PRC subsidiaries do not engage in any restricted or prohibited industries for foreign investment.

Regulations on Foreign-invested Enterprises

The Foreign Investment Law was promulgated by the NPC on 15 March 2019 and came into effect on 1 January 2020. The Law of the PRC on Sino-foreign Equity Joint Ventures (《中華人民共和國中外合資經營企業法》), the Law of the PRC on Wholly Foreign-owned Enterprises (《中華人民共和國外資企業法》) and the Law of the PRC on Sino-foreign Cooperative Joint Ventures (《中華人民共和國中外合作經營企業法》) were replaced simultaneously. According to the Foreign Investment Law, the State implements a system of pre-entry national treatment plus Negative List for administration of foreign investment. The pre-entry national treatment means that the treatment granted to foreign investors and their investments in the stage of investment access is no less favourable than that granted to domestic investors and their investments. The Negative List refers to special administrative measures for access of foreign investment in specific fields imposed by the state. The State shall give national treatment to foreign investment beyond the Negative List. Foreign investors may not invest in any field which is prohibited by Negative List. To invest in any field restricted by the Negative List, foreign investors should meet the investment conditions set out in the Negative List. For fields outside of the Negative List, investment administration shall be conducted in accordance with the principle of equal treatment to domestic investment and foreign investment. The organisational forms, structures, and rules of activities of foreign-invested enterprises shall be governed by the provisions of the Company Law of the PRC (《中華人民共和國公司法》) (the "**Company Law**"), the Partnership Enterprise Law of the PRC《中華人民共和國合夥企業法》and other applicable laws.

On 26 December 2019, the State Council promulgated the Regulation on Implementing the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) (the "**Implementation Regulations**"), which came into effect on 1 January 2020. The Implementation Regulations of the Sino-foreign Equity Joint Ventures Law (《中華人民共和國中外合資經營企業法實施條例》), the Interim Provisions on the Joint Operation Period of Sino-foreign Equity Joint Ventures (《中外合資經營企業合營期限暫行規定》), the Rules for the Implementation of the Law of the PRC on Wholly Foreign-owned Enterprises (《中華人民共和國外資企業法實施細則》) and the Rules for the Implementation of the Law of the PRC on Sino-foreign Cooperative Joint Ventures (《中華人民共和國中外合作經營企業法實施細則》) were replaced simultaneously. As stipulated by the Implementation Regulations, the registration of foreign-invested enterprises shall be conducted in accordance with the

law by the market regulatory department of the State Council or its authorised local counterparts. Foreign investors or foreign-invested enterprises shall report investment information to the competent commerce departments through the enterprise registration system and the enterprise credit information publicity system. The Foreign Investment Law and Implementation Regulations also apply to the investment made within the PRC by foreign-invested enterprises.

On 30 December 2019, Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》) (the "**Reporting Measures**") was jointly promulgated by the MOFCOM and the State Administration for Market Regulation, effective from 1 January 2020, which further replaced the Provisional Measures on Record-filing Administration over the Establishment and Change of Foreign-invested Enterprises (《外商投資企業設立及變更備案管理暫行辦法》) simultaneously. Pursuant to the Reporting Measures, where foreign investors carry out investment activities in the PRC directly or indirectly, the foreign investors or the foreign-invested enterprise shall report investment information by submitting initial reports, changing reports, deregistration reports, annual reports and etc.

REGULATIONS RELATING TO OVERSEAS SECURITIES [REDACTED] AND [REDACTED]

On 24 December 2021, two draft regulations, the State Council on the Administration of Overseas Securities [**REDACTED**] and [**REDACTED**] by Domestic Enterprises (Draft for Comments) (《國務院關於境內企業境外發行證券和上市的管理規定(草案徵求意見稿)》) and the Administrative Measures for the Filing of Overseas Securities [**REDACTED**] and [**REDACTED**] by Domestic Enterprises (Draft for Comments) (《境內企業境外發行證券和上市備案管理辦法(徵求意見稿)》) (the "**Draft Overseas [REDACTED] Filing Measures**"), were released by the CSRC for public comments. According to the Draft Overseas [**REDACTED**] Filing Measures, issuers that directly or indirectly offer or [**REDACTED**] their securities overseas, including (i) any PRC company limited by shares, and (ii) any foreign company that conducts its business operations primarily in China and contemplates to offer or [**REDACTED**] its securities overseas based on the equities, assets, earnings or other similar interests of a domestic company, shall complete the filing procedures with the CSRC within three business days after submitting their overseas application documents for initial public [**REDACTED**] and [**REDACTED**].

According to the Draft Overseas [**REDACTED**] Filing Measures, overseas [**REDACTED**] and [**REDACTED**] (i) that are explicitly prohibited by State laws, regulations and relevant provisions, (ii) that constitute threat to or harm to national security as reviewed and determined by competent authorities, (iii) that involve material ownership disputes in equities, major assets, core technologies and other aspects, (iv) where the PRC domestic companies, their controlling shareholders or actual controllers are committed criminal crimes of corruption, bribery, embezzlement of property, misappropriation of property or destruction of the order of socialist market economy in the last three years, or are being investigated by judicial authorities for suspected crimes or are being investigated for suspected major violations of laws and regulations, (v) where directors, supervisors or senior management have been subject to administrative penalties within the last three years and the circumstances are serious, or are under investigation by the judicial authorities for suspected crimes or are under investigation for suspected major violations

of laws and regulations, and (vi) other circumstances identified by the State Council (together as "**Forbidden Circumstances**"), are explicitly forbidden.

As at the Latest Practicable Date. (i) the Draft Overseas [**REDACTED**] Filing Measures are still in their draft forms and have not come into effect, (ii) neither the CSRC nor any other relevant industry authorities have cited any laws, regulations or regulatory documents currently in effect that expressly require us to comply with any approval, verification or filing procedures in connection with the [**REDACTED**], (iii) we have not received any inquiries, notices, warnings or penalties from the CSRC or any other PRC governmental authorities regarding the filing requirements under the new regulatory regime in relation to the proposed [**REDACTED**], the PRC Legal Advisers are of the view that we are not required to go through the filing procedures with the CSRC in relation to the [**REDACTED**] pursuant to the Draft Overseas [**REDACTED**] Filing Measures as at the Latest Practicable Date. The PRC Legal Advisers are of the view that the Draft Overseas [**REDACTED**] Filing Measures will not have any material adverse impact on the [**REDACTED**].

To our best knowledge, we believe that we do not fall within any of the Forbidden Circumstances which would prohibit us from conducting overseas [**REDACTED**] and [**REDACTED**] under the Draft Overseas [**REDACTED**] Filing Measures. Therefore, if the Draft Overseas Listing Filing Measures become effective in their current form, subject to the specific filing procedures expected to be detailed in implementation rules subsequently, our Directors do not foresee any impediment for us to comply with the Draft Overseas [**REDACTED**] Filing Measures in any material aspects.

The PRC Legal Advisers are of the view that if the Draft Overseas [**REDACTED**] Filing Measures are to take effect in their current form, there will be no impediment for the Group to comply with the Draft Overseas [**REDACTED**] Filing Measures in any material respect.

LAWS AND REGULATIONS RELATING TO ADVERTISING INDUSTRY

Advertising Law

The Advertising Law of the PRC (《中華人民共和國廣告法》) (the "**Advertising Law**") was promulgated by the Standing Committee of the National People's Congress (the "**NPCSC**") on 27 October 1994, coming into effect on 1 February 1995, and was amended on 1 September 2015, 26 October 2018 and 29 April 2021. As defined in the Advertising Law, the term "advertisers" refers to any individuals, legal persons or other organisations that, directly or through certain agents, design, produce and publish advertisements for the purpose of promoting products or providing services. The term "advertising agents" refers to any individuals, legal persons or other organisations that are commissioned to provide advertising design, production or agency services. The term "advertising publishers" refers to any individuals, legal persons or other organisations that publish advertisements for the advertisers or for the advertising agents commissioned by the advertisers.

According to the Advertising Law, advertisements shall not contain any false or misleading information, and shall not deceive or mislead consumers. Advertising agents shall, in accordance with the law and administrative regulations, inspect and verify the relevant certification documents, and check the advertising contents. For any advertisement with inconsistent content or incomplete certification documents, advertising agents shall not provide design, production or agent service. Where an advertising agent fails to provide the true name, address, and valid contact information of the advertiser(s), the consumers may require the advertising agent to make advance compensation. Where false advertisements for products or services relating to the life and health of consumers cause damage to the consumers, the advertising agents for such advertisements shall bear joint and several liabilities with the advertisers concerned. Where false advertisements for products or services other than that set out before cause damage to the consumers, in case that the advertising agents for such advertisements still design, produce, provide agency or publish for the advertisements even though they know or should know the advertisements are false, they shall bear joint and several liabilities with the advertiser concerned. Where advertising agents know or should have known the content of the advertisements are false but still provide advertising design, production or agent services in connection with the advertisements, they might be subject to penalties, including confiscation of revenue and fines, revocation of business licences, or even criminal liabilities. Advertisements for medical treatment, pharmaceuticals, medical devices, agricultural pesticides, veterinary medicines and healthcare food, and other advertisements required to be reviewed by laws and administrative regulations shall be reviewed by the relevant authorities before they are published. No such advertisement shall be published without being reviewed.

Internet Advertising

According to the Advertising Law, the use of internet to publish or distribute advertisements shall not affect the normal use of the internet by users. Advertisements published on internet pages such as pop-up advertisements shall be indicated with conspicuous mark for close to ensure the close of such advertisements by one click.

According to the Interim Measures for the Administration of Internet Advertising《互聯網廣告管理暫行辦法》, which was promulgated by the State Administration for Industry and Commerce on 4 July 2016 and became effective on 1 September 2016, internet advertisers, advertising agents, and/or advertisement publishers must enter into written contracts among them in conducting internet advertising activities. An internet advertising agent shall establish and improve an accepting registration, examination and file management system concerning internet advertising business; examine, verify and record the name, address, existing contact number of each advertiser and other information relating to the subject identity, establish registration files and verify and update them on a regular basis. Internet advertising agents shall verify related supporting documents, check the contents of the advertisement and be prohibited from designing, producing, providing agency services or publishing any advertisement with nonconforming contents or without all the necessary certification documents. Internet advertising agents shall be staffed with advertisement reviews that have acquaintance with advertisement regulations and, where conditions permit, set up a separate functional body for reviewing internet advertisements.

Outdoor Advertising

According to the Advertising Law, the exhibition and display of outdoor advertisements may not: (i) utilise traffic safety facilities and traffic signs; (ii) impede the use of public facilities, traffic safety facilities, traffic signs, fire extinguishing facilities or fire control signs; (iii) obstruct production or people's living, or damage city appearance; (iv) be placed in restricted areas near government offices, cultural landmarks or historical or scenic sites, or be placed in areas prohibited by local governments at the county level or above from having outdoor advertisements. Administrative measures for outdoor advertisements shall be prescribed by local regulations and rules of local governments.

Advertising Fees

According to the Advertising Law, advertising agents shall make public their standards and methods for charging fees.

According to the Provisions on Clearly Marking the Prices of Advertisement Services (《廣告服務明碼標價規定》), which was promulgated by the NDRC and the State Administration for Industry and Commerce on 28 November 2005 and became effective on 1 January 2006, an advertisement business operator shall, when providing services to advertisers, publicise the prices of and fee charges for advertisement services and other relevant contents in accordance with the relevant laws and regulations. The prices of advertisement services shall be subject to market regulation, and shall be independently determined by the advertisement business operators on the basis of the costs of services and the supply and demand in the market. An advertisement business operator may, when clearly marking prices, publicise them in advance by way of media announcement, public notice column, public notice bulletin, price list, handbook of charge rates, internet inquiry, multi-media terminal inquiry, voice messaging, and other methods recognised by the general public, and shall publicise the corresponding inquiry methods or the telephone numbers for the enquiry of clients.

LAWS AND REGULATIONS RELATING TO COMMERCIAL PERFORMANCE AGENCY SERVICES

According to the Regulations for the Administration of Commercial Performances (《營業性演出管理條例》) (the "**Commercial Performances Regulations**"), which was promulgated by the State Council on 11 August 1997 and last amended on 29 November 2020, entities engaging in commercial performance activities shall first obtain a commercial performance permit from the competent cultural authorities. According to the Commercial Performance Regulations, foreign investors are allowed to establish wholly-owned performance brokerage agencies.

The Implementation Rules of the Commercial Performances Regulations (《營業性演出管理條例實施細則》), which was promulgated by the Ministry of Culture and Tourism of the PRC on 28 August 2009 and last amended on 13 May 2022, set out further detailed guidelines with respect to the administration of commercial performances. Under the Implementation Rules of the Commercial Performances Regulations, performance brokerage agencies refer to entities engaging in (i) such operating activities as the

organisation, making and marketing of performances, (ii) such brokering activities as the intermediacy, agency and commission of performances; and (iii) such brokering activities as signing, promoting and representing performers.

According to the Regulations on Safety Administration of Large-scale Public Activities (《大型群眾性活動安全管理條例》) (the "**Large-scale Public Activities Regulations**"), which was promulgated by the State Council on 14 September 2007 and became effective on 1 October 2007, large-scale public activities refer to the following activities that the legal persons or other organisations hold for the public with the participants expected to reach 1,000 or more: sports competition; culture and artistic performance like concert; exhibition and commodity fair; garden party, lantern festival, temple fair, flower show, fireworks show and other activities; and career fair, lottery sale with the winning number announced on the spot, etc. Security permission system for large-scale public activities is implemented by public security authorities. The county level public security authorities are generally entitled to grant security permission for activities with estimated attendances between 1,000 and 5,000 participants, and the municipal level public security authorities are generally entitled to grant security permission for activities with estimated attendances of more than 5,000 attendees. The organiser of a large-scale public activity (the "**organiser**") is responsible for the activity's security. Specifically, the organiser shall work out a security plan for such activity with time, venue, content and way of organisation of the activity; the number of security staff, their assignments and identification signs; emergency-rescue plan, and so on.

LAWS AND REGULATIONS RELATING TO INFORMATION SECURITY AND PROTECTION

According to the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), which was promulgated by the NPCSC on 7 November 2016 and became effective on 1 June 2017, network operators shall comply with laws and regulations and fulfil their obligations to safeguard security of the network when conducting business and providing services. The network operator shall not collect the personal information irrelevant to the services it provides or collect or use the personal information in violation of the provisions of laws or agreements between both parties, and network operators of key information infrastructure shall store within the territory of the PRC.

The Data Security Law of the PRC (《中華人民共和國數據安全法》) (the "**Data Security Law**") was promulgated by the NPCSC on 10 June 2021 and took effect on 1 September 2021. The Data Security Law establishes a classified and tiered system for data protection based on the level of importance of the data in the economic and social development, as well as the level of danger of the data imposed on national security, public interests, or the legal interests of individuals and organisations upon any manipulation, destruction, leakage, illegal acquisition or illegal usage. The data processors shall accord with the provisions of laws and regulations when conducting data processing activities, establish and improve a whole-process data security management system, organise data security educational trainings, and take corresponding technical measures and other necessary measures to safeguard data security.

On 14 November 2021, the Cyberspace Administration of China publicly solicited opinions on the Regulations on the Administration of Cyber Data Security (Draft for Comments) (《網絡數據安全管理條例(徵求意見稿)》) (the "**Draft Data Security Regulations**"). According to the Draft Data Security Regulations, data processors shall, in accordance with relevant state provisions, apply for cybersecurity review when carrying out the following activities: (1) the merger, reorganisation or separation of internet platform operators that have acquired a large number of data resources related to national security, economic development or public interests, which affects or may affect national security; (2) data processors that handle personal data of more than one million people intend to list in a foreign country; (3) data processors intend to list in Hong Kong, which affects or may affect national security; and (4) other data processing activities that affect or may affect national security. As at the Latest Practicable Date, the Draft Data Security Regulations has not come into effect.

On 28 December 2021, thirteen government departments including the Cyberspace Administration of China jointly promulgated the Cybersecurity Review Measures (《網絡安全審查辦法》) (the "**2022 Review Measures**", and collectively with the Draft Data Security Regulations, the "**Cybersecurity Regulations**"). The 2022 Review Measures became effective on 15 February 2022, and the Cybersecurity Review Measures promulgated on 13 April 2020 was repealed simultaneously. Under the 2022 Review Measures, (i) where a critical information infrastructure operator procures network products and services, it shall anticipate the national security risks that may be posed by the products and services once they are put into use. Those that affect or may affect national security shall be reported to the Cybersecurity Review Office for cybersecurity review; (ii) online platform operators controlling personal information of more than one million users, which are listing in a foreign country, must apply for cybersecurity review with the Cybersecurity Review Office; (iii) the Cybersecurity Review Office will conduct cybersecurity review on critical information infrastructure operators and network platform operators in accordance with the laws if it considers necessary.

On 30 July 2021, the State Council promulgated the Security Protection Regulations for Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》) (the "**CII Regulation**"), which became effective on 1 September 2021. Pursuant to the CII Regulation, "critical information infrastructures" refers to important network facilities and information systems of key industries such as, among others, public communications and information services, energy, transportation, water conservation, finance, public services, e-government affairs and science, technology and industry for national defence, as well as other important network facilities and information systems that may seriously endanger national security, national economy and citizen's livelihood and public interests if they are damaged or suffer from malfunctions, or if any leakage of data in relation thereto occurs. The competent governmental authorities as well as the supervision and administrative authorities of the aforementioned important industries (the "**Protection Departments**") shall promulgate detailed rules in designating critical information infrastructure, identify critical information infrastructure in the relevant industries, and notify operators of such critical information infrastructure in a timely manner. As at the Latest Practicable Date, we had not been notified by any authorities of being classified as a critical information infrastructure operator. Therefore, the obligation for an operator of critical information infrastructure to apply for cybersecurity review shall not be applicable to us as at the Latest Practicable Date.

On 7 January 2022, our PRC Legal Adviser made enquiries with the Cyberspace Administration of China by phone on whether the Company would be required to file a cybersecurity review under the 2022 Review Measures for its [**REDACTED**] in Hong Kong as it is unclear whether the cybersecurity review requirement for "[**REDACTED**] in a foreign country" applies to the Company's [**REDACTED**] in Hong Kong. The Cyberspace Administration of China replied that Hong Kong does not fall within the scope of a "foreign country" and thus the Company's [**REDACTED**] is not required to file a cybersecurity review under the 2022 Review Measures.

With respect to circumstances that affect or may affect national security, the 2022 Review Measures lists seven factors for consideration but neither the 2022 Review Measures nor the Draft Data Security Regulations gives explicit interpretation on such factors. Competent authorities may have wide discretion to interpret them. Theoretically, if we are deemed to be a data processor that "affects, or may affect, national security," we may be subject to a cybersecurity review or may be required to apply for a cybersecurity review. Considering the nature of our business, and based on the literal interpretation of the Cybersecurity Regulations, our Directors and our PRC Legal Advisers are of the view that, if the Draft Data Security Regulations remains in its current form after its promulgation, the possibility of the Group's business operations or the [**REDACTED**] causing national security risks is remote and hence it is unlikely that we would be required to undergo a cybersecurity review for the proposed [**REDACTED**].

As at the Latest Practicable Date, we had not been notified by any authorities of being classified as a data processor carrying out data processing activities that affect or may affect national security, nor had we been subject to any cybersecurity review, enquiry, investigation or notice by the Cyberspace Administration of China or any other authorities in connection with the proposed [**REDACTED**].

Therefore, our PRC Legal Advisers are of the view that the Cybersecurity Regulations would not have a material adverse impact on our business operation and the [**REDACTED**], assuming the Draft Data Security Regulations are implemented in its current form. The Directors are also of the view that the Cybersecurity Regulations will not have a material adverse impact on the Group's business operation and the Company's proposed [**REDACTED**] in Hong Kong.

LAWS AND REGULATIONS RELATING TO TAXATION

Enterprise Income Tax

According to the EIT Law which was promulgated by the NPCSC on 16 March 2007, became effective on 1 January 2008, and was subsequently amended on 24 February 2017 and 29 December 2018 and EIT Rules which was promulgated by the State Council on 6 December 2007, became effective on 1 January 2008, and was amended on 23 April 2019, enterprises are divided into resident enterprises and non-resident enterprises. A resident enterprise shall pay enterprise income tax on its income deriving from both inside and outside China at the rate of enterprise income tax of 25%. A non-resident enterprise that has an establishment or place of business in the PRC shall pay enterprise income tax on its income deriving from inside China and obtained by such establishment or place of

business, and on its income which derives from outside China but has actual relationship with such establishment or place of business, at the rate of enterprise income tax of 25%. A non-resident enterprise that does not have an establishment or place of business in China, or has an establishment or place of business in China but the income has no actual relationship with such establishment or place of business, shall pay enterprise income tax on its income deriving from inside China at the reduced rate of enterprise income tax of 10%.

Value-Added Tax

Pursuant to the Provisional Regulations on Value-added Tax of the PRC (《中華人民共和國增值税暫行條例》) (the "**VAT Regulations**"), which was promulgated by the State Council on 13 December 1993 and subsequently amended on 10 November 2008, 6 February 2016 and 19 November 2017, and its implementation rules (《中華人民共和國增值税暫行條例實施細則》), which were amended by the MOF on 28 October 2011 and became effective on 1 November 2011, entities or individuals engaging in sale of goods, provision of processing services, repairs and replacement services (hereinafter referred to as the "**labour services**"), sale of services, intangible assets, real property or importation of goods within the territory of the PRC shall pay value-added tax. Unless stipulated otherwise, the tax rate for sale of services shall be 6%.

LAWS AND REGULATIONS RELATING TO DIVIDEND DISTRIBUTION

In accordance with the Company Law and the Foreign Investment Law, foreign-invested enterprises may not distribute after-tax profits unless they have contributed to the funds as required by PRC laws and regulations and have set off financial losses of previous accounting years.

According to the EIT Law and its implementation rules and the Circular of the State Administration of Taxation on Releasing the Schedule of Negotiated Tax Rates for Dividends (國家税務總局關於下發協定股息税率情況一覽表的通知), which was promulgated by SAT on 29 January 2008 and became effective on the same day, dividends paid to its foreign investors are subject to a withholding tax rate of 10%, unless relevant tax agreements entered into by the PRC government provide otherwise.

The PRC and the government of Hong Kong entered into the Arrangement between the Mainland of the PRC and Hong Kong for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) (the "**Arrangement**") on 21 August 2006. According to the Arrangement, the withholding tax rate on dividends paid by a PRC company to a Hong Kong resident is 5%, provided that such Hong Kong resident directly holds at least 25% of the equity interests in the PRC company, and 10% if the Hong Kong resident holds less than 25% of the equity interests in the PRC company, respectively.

Pursuant to the Circular of the State Administration of Taxation on Relevant Issues relating to the Implementation of Dividend Clauses in Tax Agreements (《國家税務總局關於執行税收協定股息條款有關問題的通知》), which was promulgated by SAT on 20 February 2009 and became effective on the same day, all of the following requirements shall be satisfied where a fiscal resident of the other party to a tax agreement needs to be entitled to such tax agreement treatment as being taxed at a tax rate specified in the tax agreement for the dividends paid to it by a Chinese resident company: (i) such a fiscal resident who obtains dividends should be a company as provided in the tax agreement; (ii) owner's equity interests and voting shares of the Chinese resident company directly owned by such a fiscal resident reaches a specified percentage; and (iii) the equity interests of the Chinese resident company directly owned by such a fiscal resident, at any time during the twelve months prior to the obtainment of the dividends, reach a percentage specified in the tax agreement.

According to the Administrative Measures for Non-resident Taxpayers' Enjoyment of the Treatment under Treaties (《非居民納税人享受協定待遇管理辦法》) (the "**Administrative Measures**"), which was promulgated by the SAT on 14 October 2019 and became effective on 1 January 2020, non-resident taxpayers can enjoy tax treaty benefits via the "self-assessment of eligibility, claiming treaty benefits, retaining documents for inspection" mechanism. Non-resident taxpayers can claim tax treaty benefits after self-assessment provided that relevant supporting documents shall be collected and retained for post-filing inspection by the tax authorities.

LAWS AND REGULATIONS RELATING TO LABOUR

Labour Law

The Labour Law of the PRC (《中華人民共和國勞動法》) (the "**Labour Law**") was promulgated by the NPCSC on 5 July 1994 and was last amended on 29 December 2018. The Labour Law regulates the issues relating to employment promotion, labour contracts, working hours, rest and vacations, wages, labour safety and health, special protection of female and underage workers, vocational training, social insurance and welfare, labour disputes, supervision and inspection, legal liabilities.

Labour Contract Law

The Labour Contract Law of the PRC (《中華人民共和國勞動合同法》) (the "**Labour Contract Law**"), which was promulgated by NPCSC on 29 June 2007 and became effective on 1 January 2008 and whose amendments made on 28 December 2012 and became effective on 1 July 2013, together with the Regulations on the Implementation of the Labour Contract Law (《中華人民共和國勞動合同法實施條例》) which was promulgated by the State Council on 18 September 2008 and came into effect on the same day, governs the relationship between employers and employees and provides for specific provisions in relation to the terms and conditions of an employment contract. The Labour Contract Law stipulates that employment contracts must be in writing and signed. It imposes more stringent requirements on employers in relation to entering into fixed-term employment contracts, hiring of temporary employees and dismissal of employees.

Employee Social Insurance and Housing Provident Funds

Under applicable PRC laws and regulations, including the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), which was promulgated by NPCSC on 28 October 2010 and subsequently amended on 29 December 2018 and became effective on 29 December 2018, and the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was promulgated by the State Council on 3 April 1999 and most recently amended on 24 March 2019, employers and/or employees (as the case may be) are required to contribute to a number of social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, occupational injury insurance, maternity leave insurance, and to housing provident funds. These payments are made to local administrative authorities and employers who fail to contribute may be fined and ordered to rectify within a stipulated time limit.

LAWS AND REGULATIONS RELATING TO FOREIGN EXCHANGE

In accordance with the Foreign Exchange Administrative Regulations of the PRC (《中華人民共和國外匯管理條例》), which was promulgated by the State Council on 29 January 1996 and last amended on 5 August 2008, Renminbi is generally freely convertible for payments of current account items, such as trade and service-related foreign exchange transactions and dividend payments, but are not freely convertible for capital account items, such as capital transfer, direct investment, investment in securities, derivative products or loans unless prior approval by the competent authorities for the administration of foreign exchange is obtained.

Under applicable PRC laws and regulations, including Circular of the State Administration of Foreign Exchange on Issues concerning Foreign Exchange Administration over the Overseas Investment and Financing and Round-Trip Investments by Domestic Residents via 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》) (the "**Circular 37**"), which was promulgated by the SAFE and became effective on 4 July 2014, and Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving the Direct Investment-related Foreign Exchange Administration Policies (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) (the "**Circular 13**"，which was promulgated by the SAFE on 13 February 2015 and subsequently modified and effective on 30 December 2019, (i) the SAFE and its branches carry out registration management for domestic residents' establishment of Special Purpose Vehicle (the "**SPV**"); (ii) the foreign exchange registration under domestic direct investment and the foreign exchange registration under overseas direct investment have been already directly reviewed and handled by banks in accordance with the Circular 13, the SAFE and its branches shall perform indirect regulation over the direct investment-related foreign exchange registration via banks; (iii) a domestic resident may choose at its own will, before contributing the domestic and overseas lawful assets or interests to a SPV, any bank at its place of incorporation to handle the direct investment-related foreign exchange registration, and may handle the follow-up business including opening of direct investment-related account and funds transfer (including the outward or inward remittance of profits and dividends) only upon completion of the direct investment-related foreign exchange registration; and (iv) when the overseas SPV's basic

information, such as domestic individual resident shareholder, name, operating period, or major events, such as domestic individual resident capital increase, capital reduction, share transfer or exchange, merger or division has changed, the foreign exchange change registration of overseas investments shall be timely finished in the relevant bank.

LAWS AND REGULATIONS RELATING TO MERGERS AND ACQUISITIONS BY FOREIGN INVESTORS

The M&A Rules was promulgated by MOFCOM, the State Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), the SAT, the SAIC, the CSRC and the SAFE on 8 August 2006, became effective on 8 September 2006 and amended on 22 June 2009 by MOFCOM. Under the M&A Rules, the following scenarios qualify as an acquisition of a domestic enterprise by a foreign investor:

- a foreign investor purchases the equity interests of a domestic enterprise without foreign investment or subscribes for the increased capital of a domestic enterprise without foreign investment, and thus converts the domestic enterprise without foreign investment into a foreign-invested enterprise;

- a foreign investor establishes a foreign-invested enterprise and use such foreign-invested enterprise to purchase by agreement the assets of a domestic enterprise and operates such assets; or

- a foreign investor purchases by agreement the assets of a domestic enterprise and then contributes such assets as capital to the establishment of a foreign-invested enterprise and operates such assets.

LAWS AND REGULATIONS RELATING TO INTELLECTUAL PROPERTY

Regulations on Trademarks

The Trademark Law of the PRC (《中華人民共和國商標法》) (the "**Trademark Law**") was promulgated by the NPCSC on 23 August 1982 and was last amended on 23 April 2019, respectively, and the Implementation Regulations on the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) were promulgated on 3 August 2002 by the State Council and was amended on 29 April 2014. The Trademark Law and its implementation regulations provide the basic legal framework for the regulations of trademarks in China. In China, registered trademarks include commodity trademarks, service trademarks, collective marks and certificate marks. The Trademark Office under SAIC is responsible for the registration and administration of trademarks throughout the country. Trademarks are granted on a term of ten years, commencing from the date of registration approval. Twelve months prior to the expiration of the ten-year term, an applicant can renew the application and reapply for trademark protection.

Regulations on Copyrights

According to the Copyright Law of the PRC (《中華人民共和國著作權法》), which was promulgated by the NPCSC on 7 September 1990 and last amended on 11 November 2020 with effect from 1 June 2021, Chinese citizens, legal persons or other organisations shall, whether published or not, enjoy copyright in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software.

The Regulations on Computer Software Protection (《計算機軟件保護條例》) was promulgated by the State Council on 20 December 2001 and last amended on 30 January 2013 with effect from 1 March 2013. It stipulates that Chinese citizens, legal persons, or other organisations are entitled to the copyright in software developed thereby, under these regulations, whether published or not. Software copyright owners may register with software registration organisations recognised by the copyright administration department under the State Council. The registration certificate issued by the designated organisation is the preliminary proof of the registered items.

The Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) which was issued by the National Copyright Administration on 20 February 2002, came into effect on the same day and was last amended on 19 May 2004, regulates the registration of software copyright, exclusive licensing contracts and transfer contracts of software copyright. The National Copyright Administration shall be the competent authority of the nationwide administration of software copyright registration and the Copyright Protection Centre of China (中國版權保護中心) is designated as the software registration authority.

Regulations on Domain Names

According to the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》), which was promulgated by the MIIT on 24 August 2017 and became effective on 1 November 2017, efforts to undertake internet domain name services as well as the operation, maintenance, supervision and administration thereof and other relevant activities within the territory of the PRC shall be made in compliance with the Administrative Measures for Internet Domain Names. The MIIT is the major regulatory authority responsible for the administration of the PRC Internet domain names. The principle of "first apply, first register" is adopted for domain name registration in the PRC.