REGULATION RELATING TO FOREIGN INVESTMENT

The Company Law of the PRC (《中華人民共和國公司法》), promulgated by the Standing Committee of the National People's Congress of the PRC (the "SCNPC") on December 29, 1993, last amended on October 26, 2018 and came into effect on the same day, governs the establishment, operation and management of companies in the PRC, including foreign-invested companies. Unless foreign investment laws provide otherwise, foreign-invested companies shall abide by the Company Law of the PRC.

Foreign investment in the PRC is subject to the Catalogue of Industries for Encouraging Foreign Investment (2022 edition) (《鼓勵外商投資產業目錄(2022年版)》) (the "Catalogue"), amended on October 26, 2022 and effective since January 1, 2023 and the Special Administrative Measures for Foreign Investment Access (Negative List) (2021 edition) (《外商投資准入特別管理措施(負面清單)(2021年版)》) (the "Negative List"), amended on December 27, 2021 and effective since January 1, 2022, both of which issued by the National Development and Reform Commission (the "NDRC") and the Ministry of Commerce of the PRC (the "MOFCOM"). According to the Negative List, foreign investors are not allowed to invest in prohibited industries, and foreign investment in restricted industries shall meet conditions stipulated in the Negative List.

The Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "FIL"), promulgated by the National People's Congress on March 15, 2019, effective since January 1, 2020, is the principal existing law governing foreign investment in the PRC. It has replaced the following old laws regulating foreign investment: (i) the Sino-foreign Equity Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合資經營企業法》), (ii) the Sino-foreign Cooperative Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合作經營企業法》), and (iii) the Wholly Foreign-owned Enterprise Law of the PRC (《中華人民共和國外資企業法》), and foreign-invested enterprises which were established in accordance with such laws before the implementation of the FIL may retain their original organization forms and other aspects for 5 years upon the implementation hereof. The FIL is enacted to further expand opening-up, actively promote foreign investment, protect legitimate rights and interests in foreign investment, and standardize foreign investment management. Pursuant to the FIL, the PRC adopts a system of national treatment plus the Negative List with respect to foreign investment administration. Foreign investment and domestic investment in industries outside the scope of the Negative List issued or released upon approval by the State Council would be treated equally.

The Implementation Regulations for 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 for FIL"), promulgated by the State Council on December 26, 2019, effective since January 1, 2020, further emphasize promotion and protection of foreign investment and replaced the Implementing Regulations for the Sino-foreign Equity Joint Venture Enterprise Law of the PRC (《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 Venture Enterprises (《中外合資經營企業合營期限暫行規定》), the Rules for the Implementation of the Wholly Foreign-owned Enterprise Law of the PRC (《中華人民共和國

外資企業法實施細則》) and the Rules for the Implementation of the Sino-foreign Cooperative Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合作經營企業法實施細則》). Under the Implementation Regulations for FIL, the FIL and the Implementation Regulations for FIL shall prevail where the provisions on foreign investment made before January 1, 2020 are inconsistent with the provisions of the FIL and the Implementation Regulations for FIL. The Supreme People's Court of the PRC issued the Interpretation on Several Issues Concerning the Application of the Foreign Investment Law of the PRC (《關於適用<中華人民共和國外商投資法>若干問題的解釋》) on December 26, 2019, which came into effect on January 1, 2020, the same date when the FIL and Implementation Regulations for FIL became effective. The interpretation applies to any contractual dispute arising from the acquisition of relevant rights and interests by a foreign investor through gift, division of property, merger of enterprises, division of enterprises, etc.

On December 30, 2019, the MOFCOM and State Administration for Market Regulation (the "SAMR") promulgated the Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》) (the "Reporting Measures"), which came into effect on January 1, 2020 and at the same time, replaced the Interim Measures for the Administration of Record-filing on 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》). The Reporting Measures regulate information reporting relating to foreign investment in the PRC. Pursuant to the Reporting Measures, foreign investors and foreign-invested enterprises who directly or indirectly carry out investment activities in the PRC shall report investment information to the competent departments of commerce by submitting initial reports, change reports, cancellation reports and annual reports.

On December 19, 2020, the NDRC and the MOFCOM jointly issued the Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》), effective from January 18, 2021. The measures stipulate rules for foreign investment that is subject to security review. According to the measures, procedures will be established for organizing, coordinating, and guiding the security review of foreign investments, and the office in charge of the security review will be set up under the NDRC, and led by the NDRC and the MOFCOM. Any foreign investment which has or could have an impact on national security shall be subject to security review by such working mechanism office. Furthermore, the measures provide that if foreign investors or relevant parties in China intend to invest in crucial information technology and internet products and services which relate to national security, and to obtain the actual control over the enterprises they invested in, they shall apply to the office for a security review prior to implementation of the investment.

REGULATION RELATING TO RIDE-HAILING SERVICES

On July 27, 2016, the MOT, the MIIT, the Ministry of Public Security (the "MPS"), the MOFCOM, State Administration of Industry and Commerce (the "SAIC"), the General Administration of Quality Supervision, Inspection and Quarantine (together with the SAIC are reformed and merged into the SAMR) and the CAC, jointly promulgated the Interim Measures for the Management of Online Ride-Hailing Operation and Service (《網絡預約出租汽車經營服務管理暫行辦法》) (the "Online Ride-Hailing Measures"), which became effective on

November 1, 2016 and was last amended on November 30, 2022, to regulate the business activities of the ride-hailing services and to ensure the safety of the passengers by establishing a regulatory system for the platforms, vehicles and drivers engaged in the ride-hailing services. Before carrying out the ride-hailing services, a ride-hailing service platform shall obtain the license for the ride-hailing business, complete the record filing of internet information services with the provincial authorities of communications administration in the place of its enterprise registration and handle the filing procedures with the acceptance agency designated by the provincial authorities of public security where the management and operation organization of the ride-hailing service platform locates. Such platform must be capable of exchanging and processing the relevant information and data with its servers located within the PRC, sign an agreement on the provision of payment and settlement services with the bank or non-banking payment institution for electronic payment, establish a sound operational management system, work safety management system and service quality assurance system, and fulfill other conditions as stipulated. Platforms that conduct the activities of ride-hailing operation without obtaining the permit as prescribed may be subject to an order of correction, a warning by the local authority, a fine of RMB10,000 to RMB30,000, or even criminal liabilities if a violation constitutes a crime.

Based on the Online Ride-Hailing Measures, vehicles used for the ride-hailing services shall be equipped with the transportation permit for the vehicles used for the ride-hailing services, issued by the competent transport authorities in the place where relevant services activities are carried out. The relevant parties may be imposed a fine of RMB3,000 to RMB10,000 for ride-hailing business without the necessary permit for used vehicles. Drivers must also satisfy certain conditions in order to engage in the ride-hailing services, including, among others, the driver license for corresponding vehicles, driving experience of over 3 years and no criminal records of violence. Failure of obtainment of the driver license for ride-hailing services may lead to a fine of RMB200 to RMB2,000. In addition, platforms may be subject to an order of correction and imposed a fine of RMB5,000 to RMB10,000, and in severe cases a fine of RMB10,000 to RMB30,000, if, among others: (1) the relevant vehicle or driver providing ride-hailing services has not obtained the applicable permit; or (2) the vehicle or driver providing services online is not the same as the actual vehicle or driver providing services offline. The Online Ride-Hailing Measures stipulate that the competent transport authorities shall build and improve the government supervision platform and realize sharing of information with the ride-hailing platform. The information to be shared includes the basic information of the vehicles and drivers, service quality and the comments from the passengers.

The Online Ride-Hailing Measures require that the vehicles used for the ride-hailing services shall be insured against the risks in relation to the operational vehicles and the ride-hailing service platform shall purchase carrier liability insurance for the passengers. Municipal authorities may promulgate local measures or rules to govern operation and services of ride-hailing with more specific provisions regarding to the types or amount of aforementioned insurance. For example, pursuant to the Interim Measures of Guangzhou Municipality for the Management and Service of Online Ride-Hailing Operation (《廣州市網絡預約出租汽車經營服務管理暫行辦法》) promulgated by the People's Government of Guangzhou Municipality on November 28, 2016 and amended on November 14, 2019, and the

Measures of Foshan Municipality for the Management and Service of Online Ride-Hailing Operation (《佛山市網絡預約出租汽車經營服務管理辦法》) promulgated by the People' Government of Foshan Municipality on August 8, 2019, effective from September 12, 2019, the ride-hailing platform shall purchase carrier liability insurance for the passengers with the amount of no less than RMB1,000,000 and the compulsory traffic accident liability insurance. The Interim Measures of Shenzhen Municipality for the Management of Online Ride-Hailing Operation and Service (《深圳市網絡預約出租汽車經營服務管理暫行辦法》) promulgated by the People's Government of Shenzhen on December 28, 2016 and last amended on March 3, 2022 further stipulate that the compulsory third party liability insurance shall be purchased for the vehicles used for provision of the ride-hailing services.

On February 7, 2022, the General Office of the MOT, the MIIT, the General Office of the MPS, the Ministry of Human Resources and Social Security of the PRC (the "MHRSS"), the People's Bank of China (the "PBOC"), State Taxation Administration (the "STA"), the General Office of the SAMR and the CAC jointly promulgated the Notice on the Joint Regulation of the Whole Chain and Process for the Online Ride-Hailing Industry (《關於加強網絡預約出租汽車行業事前事中事後全鏈條聯合監管有關工作的通知》), according to which the enterprises of the ride-hailing platform may be subject to the joint regulation of the whole chain and process where such enterprises commit violations of the laws and regulations, such as engaging in the activities of ride-hailing operation without obtaining the permit, distributing orders to drivers or vehicles failing to obtain the corresponding permits, failing to transmit relevant data information to the regulatory information interaction platform of ride-hailing as required and illegally operating payment or settlement of capital.

Pursuant to the Administrative Measures for Operation of the Interactive Platform for Regulatory Information of Online Ride-Hailing (《網絡預約出租汽車監管信息交互平台運行管理辦法》) promulgated by the MOT and becoming effective on July 1, 2022, the municipal transport authorities shall transmit the relevant licensing information of the platform companies, vehicles and drivers engaged in ride-hailing services in real time through the information system of the transport administration in order that such information will be shared in real time among the industry platform. The information that cannot be shared in real time shall be entered and uploaded promptly into the industry platform, in principle, at least once a week. The ride-hailing platform companies shall transmit some basic static data, which includes the relevant information of the platform companies, vehicles and drivers, and some dynamic data, which includes order information, operation information, location information, service quality information to the industry platform, from the next day of the date when the ride-hailing platform companies obtain the licenses for the ride-hailing business.

REGULATIONS RELATING TO HITCH SERVICES

On July 26, 2016, the General Office of the State Council promulgated the Guidelines on Deepening Reform and Promotion for the Healthy Development of the Taxi Industry (《國務院辦公廳關於深化改革推進出租汽車行業健康發展的指導意見》), effective from July 26, 2016, which differentiate the hitch services from the ride-hailing services and define the hitch services as a type of sharing journeys in which the providers of the hitch services publish travel

information in advance and passengers with the same route choose to ride with the driver and share part of the travel costs or for free. Such guidelines clearly stipulate that the municipal governments shall encourage and standardize the development of the hitch services and formulate corresponding regulations. The Online Ride-Hailing Measures prescribe that with regard to the hitch services, the other relevant provisions issued by municipal governments shall apply, and provision of the ride-hailing services in the guise of hitch shall be prohibited. Therefore, the hitch services are not subject to regulations and rules on the ride-hailing.

On September 10, 2018, the General Office of the MOT and the General Office of the MPS jointly promulgated the Emergency Notice on Further Strengthening the Safety Management of Online Ride-Hailing and Hitch of Private Vehicles (《關於進一步加強網絡預約出租汽車和私人小客車合乘安全管理的緊急通知》), which provides that the hitch service platforms shall carry out background checks on all drivers engaged in or apply to engage in such services by reference to the relevant requirements with regard to background check and supervision on the taxi drivers. Specifically, the hitch platforms shall strictly standardize the matching process, shall not assign orders to drivers before completing background checks, and shall apply facial recognition and other technologies to check the consistency between the vehicles and the private car owners before order matching. The hitch drivers shall be forbidden to choose passengers, whereas the passengers can determine the drivers to ride with. Moreover, the hitch platforms shall enhance personal information protection and establish the safety warning mechanism. The hitch platforms may be subject to liability for injury or damage resulting from car accidents if they fail to fulfill these obligations.

Except for the national rules, some municipal authorities have promulgated their implementing rules to further stipulate the requirements for the hitch service platforms. For example, in Guangdong Province, on April 24, 2017, Jiangmen Municipal Transportation Bureau promulgated the Interim Provisions on Hitch (《江門市交通運輸局關於小客車合乘暫行規定》), which stipulate that the hitch service platforms providing the functions and services of hitch information in Jiangmen shall complete the record filing procedures in the competent transport authorities of the county-level or above. In addition, on December 31, 2021, Guangzhou Municipal Transportation Bureau and Guangzhou Public Security Bureau together issued Opinions on the Investigation and Punishment of Illegal Operation of Road Passenger Transport Involving the Identification of Private Passenger Hitch (《關於查處道路客運非法營運行為涉及私人小客車合乘認定問題的意見》), which provide that in Guangzhou, the cost of private hitch is limited to the direct costs such as the vehicle fuel (electricity) cost and road toll, and the cost-sharing of a single mileage shall not exceed 50% of the renewal price of the taxi mileage. Besides, if the riders share part of the hitch cost, the driver can offer the hitch services no more than three times a day, and no more than two orders can be matched in one trip; if the hitch is free, the number of providing hitch services for driver is unlimited. On August 3, 2022, Shenzhen Municipal Transportation Bureau issued Opinions on Standardizing the Private Hitch (《關於規範私人小客車合乘的若干意見》), which became effective on August 25, 2022 and further stipulate that in Shenzhen, the cost-sharing of a single mileage

shall not exceed 50% of the renewal price of the taxi mileage (excluding starting price, waiting-time fee, return fee, surcharge, reservation service fee, and large baggage fee), and that hitch platforms shall not provide information services to the same vehicle for more than three times in a day.

REGULATIONS RELATING TO AUTONOMOUS DRIVING VEHICLES

The Norms on Administration of Road Testing and Demonstrative Employment of Autonomous Driving Vehicles (Trial Implementation) (《智能網聯汽車道路測試與示範應用管理規範(試行)》) (the "Road Testing and Demonstrative Employment Norms") were promulgated by the MIIT, the MPS and the MOT on July 27, 2021 and became effective on the same day. Pursuant to the "Road Testing and Demonstrative Employment Norms", road testing refers to the testing activities of self-driving function of the autonomous driving vehicles carried out on the designated sections of highways (including expressways), urban roads, regional roads and other roads used for the passage of social motor vehicles. And the Road Testing and Demonstrative Employment Norms define demonstrative employment as the running activities of autonomous driving vehicles to carry passengers and cargos, with pilot or trial implementation effects, on the designated sections of highways (including expressways), urban roads, regional roads and other roads used for the passage of social motor vehicles. The entities intending to conduct a road testing or demonstrative employment of autonomous driving vehicles must apply to the competent authorities of industry and information, public security and transport. Any activity of road testing or demonstrative employment shall generally not last longer than 18 months and the validity period of the safety technology inspection certificate and the insurance certificate. The entities carrying out activities of road testing and demonstrative employment are also required to apply to the traffic management departments of the public security authorities for a temporary car number plate for tested or employed vehicles with relevant certificates and materials, including self-declaration by such entities on the safety of the road testing or demonstrative employment of autonomous driving vehicles confirmed by the competent authorities. During road testing or demonstrative employment activities, the entities should post a noticeable identification logo for autonomous driving test or demonstrative employment on each tested or employed car and should not use autonomous driving model unless in the sections or areas specified in the self-declaration. In addition, the entities are required to submit periodical reports to the competent authorities every six months and final reports within one month after completion of the road testing or demonstrative employment. The entities shall report car accidents occurring during the period of the road testing or demonstrative employment to the competent authorities each month. In the case of a car accident causing severe injury or death of personnel or vehicle damage, the entities must report the accident to the competent authorities within 24 hours through the information system. If the entities fail to report as required, the entities may be suspended from their driving testing or demonstrative employment for 24 months. The entities shall also submit a comprehensive analysis report in writing covering cause analysis, final liability allocation results and complete accident analysis within five working days after the liability is determined for the accident.

Some local governments have issued local rules and regulations to regulate road testing and demonstrative employment of autonomous driving vehicles accordingly. For example, the Measures of Guangdong Province on Administration of Road Testing and Demonstrative Employment of Autonomous Driving Vehicles (Trial Implementation) in Guangdong (《廣東省智能網聯汽車道路測試與示範應用管理辦法(試行)》), promulgated by Department of Industry and Information Technology of Guangdong Province, Guangdong Provincial Public Security Department and Department of Transport of Guangdong Province on November 28, 2022 and becoming effective on January 1, 2023, clearly stipulate that vehicles shall be driven manually from the parking lot to road sections or areas for road testing or demonstration employment. On July 8, 2021, the People's Government of Guangzhou Municipality issued the Opinions on the Policy for Progressive Zoning and Prioritizing Demonstrative Operation of Employment of Autonomous Driving Vehicles (Autonomous Driving) under Different Mixed Conditions (《關於逐步分區域先行先試不同混行環境下智慧網聯汽車(自動駕駛)應用示範運營政策的意見》) (the "Guangzhou Autonomous Driving Opinions") and the Work Plans for Carrying out Demonstrative Operation of Employment of Autonomous Driving Vehicles (Autonomous Driving) under Different Mixed Conditions (《在不同混行環境下開展智能網聯汽車(自動駕駛)應用示範運營的工作方案》) (the "Guangzhou Autonomous Driving Work Plans"). Under the Guangzhou Autonomous Driving Opinions, the relevant municipal departments and mixed traffic pilot areas will issue a series of supporting documents, based on the practical management of autonomous driving under mixed conditions, including detailed implementation plans for operational management, testing optimization, regulatory enforcement, data and network security, financial support, and other specific measures. According to the Guangzhou Autonomous Driving Work Plans, which were implemented from July 1, 2021, the municipal authorities shall guide authorities of the district level to review the qualification for demonstrative operation of employment, including passenger transport activities carried out on the road with autonomous driving vehicles by means of cruising taxis, online hailing and buses. The Guangzhou Autonomous Driving Work Plans also provide that the vehicles used for demonstrative operation of employment shall be installed with vehicles' driving data equipment, vehicle-carried video equipment, vehicle location equipment, integrate vehicle networking equipment and other vehicle-carried equipment, to continuously record and store operating conditions, status and driving mode throughout the routes, and relevant data shall be connected into and stored in monitoring platform for demonstrative operation of employment of autonomous driving vehicles (autonomous driving) in Guangzhou. According to Administrative Regulations of the Shenzhen Special Economic Zone on Autonomous Driving Vehicles (《深圳經濟特區智能網聯汽車管理條例》) promulgated by the Standing Committee of the Shenzhen Municipal People's Congress on June 30, 2022 and the Detailed Rules for Implementation of Shenzhen City on Administration of Road Testing and Demonstrative Employment of Autonomous Driving Vehicles (《深圳市智能網聯汽車道路測試與示範應用管理實施細則》) promulgated by Shenzhen Municipal Transportation Bureau on October 20, 2022, it is supported within qualified administrative regions in Shenzhen to open up road testing and demonstrative employment in the whole region, explore and launch commercial pilot operation and gradually realize commercial operation. On February 5, 2024, Bao'an District People's Government issued the Administrative Measures of Bao'an District on Commercial Pilot of Autonomous Driving Vehicles (Trial Implementation) (《深圳市寶安區智能網聯汽車商業化試點管理辦法(試行)》), which provide that passenger transport activities

carried out on the road with autonomous driving vehicles by means of cruising taxis, online hailing and buses are classified as commercial pilot activity in Bao'an District, and the relevant application shall be submitted to the Joint Working Group in Bao'an District for conduct of such activities.

REGULATIONS RELATING TO SURVEYING AND MAPPING

Regulations Relating to Surveying and Mapping

Under the Surveying and Mapping Law of the PRC (《中華人民共和國測繪法》) promulgated by the Standing Committee of the National People's Congress on December 28, 1992 and amended on August 29, 2002 and April 27, 2017, entities engaged in surveying and mapping services should obtain surveying and mapping qualification certificates and comply with the state's surveying and mapping criteria. According to the Administrative Measures of Surveying Qualification Certificate (《測繪資質管理辦法》) and the Standard for Surveying and Mapping Qualification Certificate (《測繪資質分類分級標準》) issued by the Ministry of Natural Resources of the PRC on June 7, 2021 and effective from July 1, 2021, surveying and mapping qualifications are classified into Grade A and Grade B. Enterprises applying for qualifications of Grade A shall meet higher standards with respect to technicians, technology equipment and operating performance and have no restriction on the scope of their operation, while enterprises with surveying and mapping qualifications of Grade B shall operate within the scope specified by professional standards. The specialized categories of surveying and mapping qualifications include geodetic surveying, aerial photography for surveying and mapping, photographic surveying and remote sensing, engineering surveying, marine surveying and mapping, boundary and real estate surveying and mapping, geographic information system engineering, map compilation, compilation of electronic maps for navigation purposes, and Internet map services.

On November 19, 2007, the State Bureau of Surveying and Mapping (which was renamed as the National Administration of Surveying, Mapping and Geo-information) issued the Notice of Relevant Provisions on the Administration of Electronic Navigation Maps (《關於導航電子地圖管理有關規定的通知》), which clearly stipulates that data collection for electronic navigation maps shall be undertaken by agencies with the qualification for surveying and mapping of electronic navigation maps. Activities such as editing, processing, format conversion and quality assessment of electronic navigation maps belong to the activities of production of electronic navigation maps, and may only be carried out by agencies that have obtained the qualification for surveying and mapping of electronic navigation maps in accordance with the law. Any agencies that have not obtained the qualification shall not engage in the aforesaid activities of production of electronic navigation maps in any form. Except for the agencies that have lawfully obtained the qualification for surveying and mapping of electronic navigation maps, no other entity or individual may, during the use of electronic navigation maps, use any instrument with the function of signal receiving or positioning with the spatial positioning system (such as GPS) to display, record, store, label space coordinates, elevation, information of the attributes of ground objects, or to inspect, check and modify the relevant content of electronic navigation map. Foreign organizations and individuals are

prohibited from engaging in activities such as map data collection, editing and processing, format conversion, and map quality evaluation for the production and publication of navigation electronic maps within the territory of the PRC. According to the Notice on Strengthening Management of the Production, Test and Employment of Autopilot Maps (《關於加強自動駕駛地圖生產測試與應用管理的通知》) promulgated by the National Administration of Surveying, Mapping and Geo-information (which was merged into Ministry of Natural Resources of the PRC in 2018) on February 3, 2016, the autopilot map is a new type and an important part of the navigation electronic maps, of which the data collection, editing, processing or production must be undertaken by agencies that have the qualification for surveying and mapping of navigation electronic maps. Where entities engaged in production of navigation electronic maps cooperate with automobile companies in research, development and testing of autopilot maps, the surveying and mapping activities involved shall be carried out by the agencies with the qualification for production of navigation electronic maps. Without the approval of the provincial-level or higher administrative department responsible for surveying and geographic information, it is prohibited to provide or share map data with foreign organizations and individuals, as well as wholly foreign-owned, Sino-foreign joint ventures and cooperative enterprises registered in the PRC.

The Notice on Promoting the Development of Autonomous Driving Vehicles and Maintenance of the Security of Surveying, Mapping and Geoinformation (《關於促進智能網聯汽車發展維護測繪地理信息安全的通知》), issued by the Ministry of Natural Resources on August 25, 2022, further provides that where autonomous driving vehicles are equipped or integrated with satellite navigation positioning and receiving modules, inertial measurement units, cameras, laser radars and other sensors, and carry out activities of collection, storage, transmission and processing of surveying, mapping and geographic information and data, including spatial coordinates, images, point clouds and their attribute information, of vehicles and surrounding road facilities during operation, service and road testing, such activities shall be regarded as the surveying and mapping activities specified in the Surveying and Mapping Law of the PRC, and shall be regulated and administered in accordance with the laws, regulations and policies concerning surveying and mapping. The manufacturing, integration and sale of various in-vehicle sensors and autonomous driving vehicles are not within the scope of statutory surveying and mapping activities. Entities collecting, storing, transmitting and processing the surveying, mapping and geographic information and data generated during operation, services and road testing of autonomous driving vehicles are the actors of surveying and mapping activities, and shall abide by the relevant provisions and assume the corresponding responsibilities in accordance with the law. Based on the current market operation, most entities engaged in data collection, storage, transmission and processing are vehicle manufacturers, service providers and some autonomous smart driving software providers. The drivers and passengers of the autonomous driving vehicles, who only obtain driving assistance services and other services, are not the actors of relevant surveying and mapping activities. Any vehicle manufacturer, service provider or autonomous smart driving software provider that needs to engage in the collection, storage, transmission and processing

of relevant data shall obtain the corresponding qualification for surveying and mapping in accordance with the law or entrust an agency with the corresponding qualification for surveying and mapping to carry out the corresponding surveying and mapping activities in the PRC.

On November 26, 2015, the State Council enacted the Administrative Regulations on Maps (《地圖管理條例》) (the "Maps Regulations"), which became effective from January 1, 2016. The Maps Regulations require entities engaging in internet mapping services, such as geographic positioning, the uploading of geographic information or markings, and the development of a map database, to obtain relevant qualification certificates for surveying and mapping.

Regulations Relating to Foreign Investment in Surveying and Mapping

Pursuant to the Interim Administrative Measures for the Surveying and Mapping Conducted by Foreign Organizations or Individuals in the PRC (《外國的組織或者個人來華測繪管理暫行辦法》), which were issued on January 19, 2007 and amended in April 27, 2011 and July 24, 2019, foreign organizations or individuals shall conduct surveying and mapping activities in the PRC by means of joint venture or cooperation with the domestic departments or entities, and shall not engage in some types of surveying and mapping activities, including compilation of navigation electronic maps. Pursuant to the Negative List, foreign investors are prohibited from investing in certain surveying and mapping business, including ground movement measurement and compilation of navigation electronic maps.

REGULATIONS RELATING TO VALUE-ADDED TELECOMMUNICATIONS SERVICES

Regulations Relating to Value-Added Telecommunications Services

The Telecommunications Regulations of the PRC (《中華人民共和國電信條例》) (the "Telecommunications Regulations"), which were promulgated by the State Council on September 25, 2000 and amended on July 29, 2014 and February 6, 2016, provide the regulatory framework for telecommunications services providers in the PRC. The Telecommunications Regulations categorize telecommunications services in the PRC into basic telecommunications services and value-added telecommunications services, and value-added telecommunications services are defined as telecommunications and information services provided through public network infrastructures. Under the Telecommunications Regulations, telecommunications services providers shall obtain operating licenses from the Ministry of Industry and Information Technology of the PRC (the "MIIT") or its provincial counterparts prior to the commencement of operations.

The Administrative Measures for Telecommunications Business Operating License (《電信業務經營許可管理辦法》) with latest amendments becoming effective from September 1, 2017 set forth more specific provisions regarding the types of licenses required for value-added telecommunications services and the qualifications and procedures for obtaining such licenses.

The value-added telecommunications services operators providing value-added services across multiple provinces are required to obtain inter-regional licenses from the MIIT, whereas value-added telecommunications services operators providing such services within a single province are required to obtain local licenses from the provincial level counterparts.

The Administrative Measures on Internet Information Services (《互聯網信息服務管理辦法》) promulgated by the State Council on September 25, 2000 and amended on January 8, 2011 classify internet information services into either commercial internet information services or non-commercial internet information services. Commercial internet information services refer to paid services such as provisions of information or website production to online users via the internet. Companies engaged in commercial internet information services shall obtain the licenses for internet information services from the competent telecommunications authorities.

The Catalog of Classification of Telecommunications Services (《電信業務分類目錄》), attached to the Telecommunications Regulations and last amended on June 6, 2019 by the MIIT, divides information services business into information publication platform and delivery services, information search and inquiry services, information communities platform services, instant message services, and information security and management services.

In addition, the provision of application information services and application distribution services in the PRC is specially regulated by the Administrative Provisions on Mobile Internet Application Information Services (《移動互聯網應用程序信息服務管理規定》) (the "APP Provisions"), which was promulgated by the Cyberspace Administration of China (the "CAC") on June 28, 2016 and last amended on June 14, 2022. According to the APP Provisions, the CAC and local offices of cyberspace administration shall be responsible for the supervision and administration of nationwide or local application information respectively. The application information service providers shall acquire relevant qualifications required by laws and regulations and implement the information security management responsibilities strictly and fulfill their obligations, including verifying user identity information, protecting users' information, examining and managing information content, etc.

Regulations Relating to Foreign Investment in Value-Added Telecommunications Services

Foreign direct investment in telecommunications companies in the PRC is regulated by the Regulations for Administration of Foreign-invested Telecommunications Enterprises (《外商投資電信企業管理規定》) (the "FITE Regulations"), which were promulgated by the State Council on December 11, 2001 and amended on September 10, 2008 and February 6, 2016. The FITE Regulations require foreign-invested telecommunications enterprises in the PRC to be established as sino-foreign joint ventures. Unless otherwise stipulated by the State, the equity interest acquired by the foreign investors in such enterprises shall not exceed 50%. In addition, the foreign investors of the enterprises engaged in value-added telecommunications services must satisfy a number of stringent performance and operational experience requirements, including demonstrating a track record and experience in operating such business. The enterprises that meet these requirements shall obtain approvals from the MIIT and the

MOFCOM or their authorized local branches, before launching the value-added telecommunications business in the PRC. Moreover, pursuant to the Negative List, foreign equity in enterprises providing value-added telecommunications business shall not exceed 50%, but such stipulation is not applied to e-commerce, domestic multi-party communications, store-and-forward and call centers services.

However, the State Council promulgated the Decision of the State Council on Revising and Repealing Certain Administrative Regulations (《國務院關於修改和廢止部分行政法規的決定》) on March 29, 2022, according to which the FITE Regulations was amended and such amendment has come into effect on May 1, 2022 (the "New FITE Regulations"). The New FITE Regulations, except as otherwise provided, no longer require stringent performance and operational experience of the foreign investors in the enterprises providing value-added telecommunications services. The foreign-invested telecommunications enterprises shall obtain approvals from the MIIT or its authorized local branches prior to the commencement of the value-added telecommunications business in the PRC. In addition, the New FITE Regulations simplify the application process for telecommunication business operation licenses and shorten the review period.

The Notice of the Ministry of Information Industry of the PRC (which is the predecessor of the "MIIT") on Strengthening the Administration of Foreign Investment in and Operation of 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》) issued on July 13, 2006 requires foreign investors investing in and operating value-added telecommunications services in the PRC to set up foreign-invested enterprises and obtain licenses for such services. It prohibits domestic companies holding value-added telecommunications services licenses from leasing, transferring or selling their licenses in any form, or providing any resource, sites or facilities, to any foreign investors for their illegal operation of any telecommunications business in the PRC. In addition to restricting dealings with foreign investors, it contains a number of detailed requirements applicable to the operators of value-added telecommunications services, including that operators or their shareholders shall legally own the domain names and trademarks used in their daily operations and each operator must possess the necessary facilities for its approved business operations and maintain its facilities in the regions covered by its license.

According to the Notice of the MIIT regarding the Strengthening of Ongoing and Post Administration of Foreign-Invested Telecommunications Enterprises (《工業和信息化部關於加強外商投資電信企業事中事後監管的通知》) issued on October 15, 2020, the MIIT will no longer issue Examination Letter for Foreign Investment and Operation in Telecommunications Business (《外商投資經營電信業務審定意見書》). Foreign-invested enterprises would need to submit relevant foreign investment materials to the MIIT for obtainment or change of the licenses for operation of telecommunications business.

REGULATIONS RELATING TO VEHICLE SERVICES

Regulations on the Automobile Sales

On April 5, 2017, the MOFCOM promulgated the Measures for the Administration of Automobile Sales (《汽車銷售管理辦法》) (the "Sales Measures"), which became effective on July 1, 2017. According to the Sales Measures, the dealers, defined as operators who acquire the automobile resources and conduct sales activities, shall within 90 days from the date of obtaining their business licenses, file the basic information with the "National Information Management System for Automobile Circulation" of the commerce authorities of the State Council. The dealers shall also report the number, type and other information of the automobile sales through such system as required by the commerce authorities of the State Council.

Regulations on the Motor Vehicle Maintenance

According to the Regulations on Road Transportation of the PRC (《中華人民共和國道路運輸條例》) promulgated by the State Council on April 30, 2004 and most recently amended on July 20, 2023, anyone who is engaged in operation of motor vehicle maintenance shall fill with the local transport authorities at the county level. The enterprises operating in the motor vehicle maintenance shall meet the following conditions: (1) having corresponding sites for motor vehicle maintenance; (2) having necessary equipment, facilities and technicians; (3) having a sound management system for motor vehicle maintenance; and (4) having necessary environmental protection measures.

The Provisions on the Administration of Motor Vehicle Maintenance (《機動車維修管理規定》), which were promulgated by the MOT on June 24, 2005 and last amended on November 10, 2023, stipulate that enterprises engaged in motor vehicle maintenance and operation business shall, after going through relevant registration procedures with the market regulatory authorities in accordance with the law, complete the record filing with the road transportation authorities at the county level in the place of their location. The business operations of motor vehicle maintenance shall be classified into four categories of business operations of auto maintenance, business operations of maintenance of vehicles that transport dangerous goods, business operations of motorcycle maintenance and business operations of other motor vehicle maintenance in light of the maintenance objects. Among them the business operations of auto maintenance shall be classified into business operations of Grades I, II and III in light of operational items and serving capabilities. The operators engaged in motor vehicle maintenance shall provide maintenance services within the filed business scope.

REGULATIONS RELATING TO THE PAYMENT SERVICES AND USER FUNDS

According to Measures for the Administration of Payment Services of Non-Financial Institutions (《非金融機構支付服務管理辦法》) which were promulgated by the PBOC on June 14, 2010, effective from September 1, 2010 and amended on April 29, 2020, and Implementing Rules for the Measures for the Administration of Payment Services of Non-Financial Institution (《非金融機構支付服務管理辦法實施細則》) which were promulgated by the PBOC, effective from December 1, 2010 and latest amended on September 1, 2021, a non-financial institution which provides payment services as intermediary agencies between payers and payees, including online payment, issuance and acceptance of prepaid cards, bankcard acquiring and other payment services as determined by the PBOC must obtain a "Payment Business License" to provide payment services and qualifies as a paying institution. Specifically, the online payment refers to the activities of transferring monetary capital between payers and payees through public or private network, including money transfer, payment via the Internet, payment by mobile phone, payment by fixed-line telephone, payment by digital television. Without the approval of the PBOC, any non-financial institution or individual shall not engage in payment business whether directly or in a disguised form.

On May 9, 2019, the MOT, the PBOC, the NDRC, the MPS, the SAMR and China Banking and Insurance Regulatory Commission, jointly issued the Measures for the Administration of User Funds in New Forms of Transport Business (Trial) (《交通運輸新業態用戶資金管理辦法(試行)》) (the "Trial Measures on Administration of User Funds"), which became effective on June 1, 2019 and were amended on June 23, 2022. According to the Trial Measures on Administration of User Funds, the "new forms of transport business" refer to the construction of a service platform based on the internet and other information technologies, the integration of supply and demand information and the innovation of service mode, technology and management to engage in transportation service business, including ride-hailing, time-share car rental and online bicycle rental. An operating enterprise engaging in new forms of transport business shall open a special deposit account for user deposits and a special deposit account for prepayments, respectively, as are nationwide unique at the bank in the place of its registration in Mainland China, and the bank where the special deposit accounts are opened shall be the depository bank to preserve user funds. User deposits shall be the property of users, which cannot be misappropriated by any entities. In addition, an entity may use prepayments by its customers exclusively for its main business relating to services provided to its customers, rather than other activities, such as investing in real estate, equity, securities and debentures, or other lending. The entity shall set up a reserve system of prepayments by its customers, and the reserve shall not fall under 40% of the balance of all prepayments.

REGULATIONS RELATING TO INFORMATION SECURITY AND CENSORSHIP

Internet content in China is regulated and restricted from a state security standpoint. The SCNPC enacted the Decisions on the Maintenance of Internet Security (《關於維護互聯網安全的決定》) on December 28, 2000, which was amended on August 27, 2009, that may subject persons to criminal liabilities in China for any attempt to: (i) gain improper entry to a computer or system of strategic importance; (ii) disseminate politically disruptive information; (iii) leak state secrets; (iv) spread false commercial information or (v) infringe upon intellectual property rights.

On June 22, 2007, the MPS, National Administration of State Secrets Protection, State Council Information Office (abolished) and State Cryptography Administration issued the Administrative Measures for the Hierarchical Protection of Information Security (《信息安全等級保護管理辦法》), which regulate that the security protection of an information system may be graded into five. As for an information system of Grade II or above which has been put into operation, its operator or user shall, within 30 days since the date when its security protection grade is determined, complete the record-filing procedures at the local public security organ at the level of city divided into districts or above. For an information system of Grade II or above newly built, its operator or user shall, within 30 days after it is put into operation, complete the record-filing procedures at the local public security organ at the level of municipality divided into districts or above.

According to the Regulations of the PRC on the Security Protection of Computer Information System (《中華人民共和國計算機信息系統安全保護條例》), which were issued by the State Council on February 18, 1994 and amended on January 8, 2011, securing computer information systems includes safeguarding the computer and its related and supporting sets of equipment and facilities (including network), the operating environment and information and ensuring the normal performance of computer functions, so as to maintain the safe operation of computer information systems.

In 1997, the MPS issued the Administration Measures on the Security Protection of Computer Information Network with International Connections (《計算機信息網絡國際聯網安全保護管理辦法》), which were amended by the State Council on January 8, 2011 and prohibit using the Internet in ways which, among others, result in a leakage of state secrets or a spread of socially destabilizing content.

On November 7, 2016, the SCNPC promulgated the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》), which became effective on June 1, 2017, pursuant to which, network operators shall comply with laws and regulations and fulfill their obligations to safeguard security of the network when conducting business and providing services. Those who provide services through networks shall take technical measures and other necessary measures pursuant to laws, regulations and compulsory national requirements to safeguard the safe and stable operation of the networks, respond to cybersecurity incidents effectively, prevent illegal and criminal activities, and maintain the integrity, confidentiality and usability of network data, and 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 operators of critical information infrastructure shall store within the territory of the PRC all the personal information and important data collected and produced within the territory of PRC. Their purchase of network products and services that affect or may affect national security shall be subject to national cybersecurity review.

On December 28, 2021, the CAC together with 12 other authorities, jointly promulgated the Measures for Cybersecurity Review (the "CAC Measures") (《網絡安全審查辦法》), which took effect on February 15, 2022 and replaced its previous version promulgated on April 13, 2020. The CAC Measures provide that: (i) where a member of the cybersecurity review working mechanism believes that a network product or service or data processing activity affects or may affect national security, the Office of Cybersecurity Review shall report the same to the CAC for approval under procedures and then conduct the cybersecurity review per the Measures for Cybersecurity Review; (ii) the CSRC is one of the regulatory authorities for purposes of jointly establishing the state cybersecurity review mechanism; (iii) in addition to critical information infrastructure operators purchasing network products or services that affects or may affect national security, any "online platform operator" possessing the personal information of more than 1 million users and intending to go list abroad shall file for cybersecurity review; and (iv) the risks of core data, important data or large amounts of personal information being stolen, leaked, destroyed, damaged, illegally used or transmitted to overseas parties, and the risks of critical information infrastructure, core data, important data or large amounts of personal information being influenced, controlled or used maliciously shall be collectively taken into consideration during the cybersecurity review process.

On June 10, 2021, the SCNPC promulgated the PRC Data Security Law (《中華人民共和國數據安全法》), which took effect in September 2021. The PRC Data Security Law introduces a data classification and hierarchical protection system based on the materiality of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of persons or entities when such data is tampered with, destroyed, divulged, or illegally acquired or used. It also provides for a security review procedure for the data activities which may affect national security. In addition, the PRC Data Security Law provides that important data processors shall appoint a data security officer and establish a management department to take charge of data security, and such processors shall evaluate the risk of their data activities periodically and file assessment reports with the relevant regulatory authorities.

On July 30, 2021, the State Council issued the Regulations for the Security Protection of Critical Information Infrastructure (《關鍵信息基礎設施安全保護條例》) (the "CII Regulations"), which took effect on September 1, 2021. Pursuant to the CII Regulations, "critical information infrastructures" refer to important network facilities and information systems of important industries and sectors such as public communications and information services, energy sources, transport, water conservation, finance, public services, e-government, and science and technology industry for national defense, as well as other important network facilities and information systems that may have severe impact on 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.

On July 7, 2022, the CAC issued the Measures for the Security Assessment of Data Cross-border Transfer (《數據出境安全評估辦法》) which took effective on September 1, 2022. The Measures for the Security Assessment of Data Cross-border Transfer require that any data processor providing important data and personal information collected and generated during operations within the territory of the PRC that should be subject to security assessment according to law to an overseas recipient shall conduct security assessment. It provides five circumstances, under any of which data processors shall, through the local cyberspace administration at the provincial level, apply to the national cyberspace administration for security assessment of data cross-border transfer. These circumstances include: (i) where the data to be transferred to an overseas recipient is personal information collected and generated by operators of critical information infrastructure; (ii) where the data to be transferred to an overseas recipient contain important data; (iii) where a personal information processor that has processed personal information of more than one million people provides personal information abroad; (iv) where the personal information of more than 100,000 people or sensitive personal information of more than 10,000 people are transferred abroad accumulatively since January 1 of the previous year; or (v) other circumstances under which security assessment of data cross-border transfer is required as prescribed by the national cyberspace administration.

On November 14, 2021, the CAC published a discussion draft of the Regulations for the Administration of Network Data Security (《網絡數據安全管理條例(徵求意見稿)》) (the "Draft Data Security Regulations"), which provides that data processors conducting the following activities shall apply for cybersecurity review: (i) merger, reorganization or separation of network 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; (ii) [**REDACTED**] abroad (國外[**REDACTED**]) of data processors processing over one million users' personal information; (iii) [**REDACTED**] in Hong Kong which affects or may affect national security; (iv) other data processing activities that affect or may affect national security. We are not required to apply for cybersecurity review based on the fact that we have conducted a real-name telephone consultation and communication with the China Cybersecurity Review Technology and Certification Center (the "CCRC") on July 18, 2023. In addition, the CCRC did not raise any objection to the proposed [**REDACTED**] in Hong Kong, nor did the CCRC give any specific instructions requiring, directly or indirectly, us to apply for cybersecurity review for the proposed [**REDACTED**]. Furthermore, the CCRC also confirmed that a [**REDACTED**] in Hong Kong does not fall within the scope of the term of "[**REDACTED**] abroad" under Article 7 of the Measures for Cybersecurity Review. The Draft Data Security Regulations also state that data processors processing important data or going public overseas (境外上市) shall conduct an annual data security assessment by themselves or entrust a data security service institution to do so, and submit the data security assessment report of the previous year to the local branch of CAC at the municipal level before January 31, of each year. In addition, the Draft Data Security Regulations also require network platform operators to establish platform rules, privacy policies and disclosure system of algorithm strategies related to data, and solicit public comments on their official websites and personal information protection related sections for no less than 30 working days when they formulate platform rules or privacy policies or makes any amendments that may have a significant impact on users' rights and interests. Further, platform rules and privacy policies

formulated by operators of large Internet platforms with more than 100 million daily active users, or amendments to such rules or policies by operators of large Internet platforms with more than 100 million daily active users that may have significant impacts on users' rights and interests shall be evaluated by a third-party organization designated by the CAC and reported to local branch of the CAC and telecommunications authority at or above the provincial level for approval. The CAC solicited comments on this draft, but there is no timetable as to when it will be enacted.

On December 8, 2022, the MIIT issued 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）》), which became effective on January 1, 2023. The industrial and telecommunication data processors are under obligations regarding the implementation of data security work system, administration of cryptography management, data collection, data storage, data usage, data transmission, provision of data, publicity of data, data destruction, safety audit and emergency plans, etc.

REGULATIONS ON PRIVACY PROTECTION

On December 13, 2005, the MPS issued the Regulations on Technological Measures for Internet Security Protection (《互聯網安全保護技術措施規定》) (the "Internet Protection Measures") which took effect on March 1, 2006. The Internet Protection Measures require Internet service providers to take proper measures including anti-virus, data back-up and other related measures, and to keep records of certain information about their users (including user registration information, log-in and log-out time, IP address, content and time of posts by users) for at least 60 days, and detect illegal information, stop transmission of such information, and keep relevant records. Internet services providers are prohibited from unauthorized disclosure of users' information to any third parties unless such disclosure is required by the laws and regulations. They are further required to establish management systems and take technological measures to safeguard the freedom and secrecy of the users' correspondences.

On December 29, 2011, the MIIT promulgated the Several Provisions on Regulating the Market Order of Internet Information Service (《規範互聯網信息服務市場秩序若干規定》), becoming effective on March 15, 2012, which stipulate that without the consent of users, Internet information service providers shall not collect information relevant to the users that can lead to the recognition of the identity of the users independently or in combination with other information (hereinafter referred to as "personal information of users"), nor shall they provide personal information of users to others, unless otherwise provided by laws and administrative regulations. The Several Provisions on Regulating the Market Order of Internet Information Service also require that Internet information service providers shall properly keep the personal information of users; if the preserved personal information of users is divulged or may possibly be divulged, Internet information service providers shall immediately take remedial measures; where such incident causes or may cause serious consequences, they shall immediately report the same to the telecommunications administration authorities that grant them with the Internet information service license or filing and cooperate in the investigation and disposal carried out by relevant departments.

On December 28, 2012, the SCNPC promulgated the Decision on Strengthening Information Protection on Networks (《關於加強網絡信息保護的決定》) to enhance the protection of information security and privacy on the Internet. In particular, network service providers and other enterprises and institutions shall, when gathering and using electronic personal information in business activities, adhere to the principles of lawfulness, legitimacy and necessity, explicitly state the purposes, manners and scopes of the collection and use of information, and obtain the consent of those from whom information is collected, and shall not collect and use information in violation of laws and regulations and the agreement between both sides; strictly keep the electronic personal information collected in business activities confidential and may not divulge, alter, damage, sell, or illegally provide others with such information; take technical and other necessary measures to ensure information security and prevent the leakage, damage, or loss of personal electronic information collected in business activities; and take remedial measures immediately when information leakage, damage or loss occurs or may occur.

In July 2013, the MIIT promulgated the Provisions on Protection of Personal Information of Telecommunication and Internet Users (《電信和互聯網用戶個人信息保護規定》) to regulate the collection and use of users' personal information in the provision of telecommunication services and Internet information services in the PRC. According to such provisions, the personal information includes a user's name, birth date, identification card number, address, phone number, account name, password and other information that can be used for identifying a user independently or in combination with other information. Telecommunication business operators and Internet service providers are required to constitute their own rules for the collecting and use of users' information and they cannot collect or use user's information without users' consent. Telecommunication business operators and Internet service providers must specify the purposes, manners and scopes of information collection and uses, obtain consent of the relevant users, and keep the collected personal information confidential. Telecommunication business operators and Internet service providers are prohibited from disclosing, tampering with, damaging, selling or illegally providing others with, collected personal information. Telecommunication business operators and Internet service providers are required to take technical and other measures to prevent the collected personal information from any unauthorized disclosure, damage or loss.

On 28 June 2016, the CAC promulgated the Administrative Provisions on Mobile Internet Application Information Services (《移動互聯網應用程序信息服務管理規定》), or the Mobile Application Administrative Provisions, which became effective on 1 August 2016. Pursuant to the Mobile Application Administrative Provisions, a mobile Internet App refers to an app software that runs on mobile smart devices providing information services after being pre-installed, downloaded or embedded through other means. Mobile Internet App providers refer to the owners or operators of mobile Internet Apps. Internet app stores refer to platforms which provide services related to online browsing, searching and downloading of app software and releasing of development tools and products through the internet. Pursuant to the Mobile Application Administrative Provisions, an Internet App programme provider must verify a user's mobile phone number and other identity information under the principle of mandatory real name registration at the back-office end and voluntary real name display at the front-office

end. An Internet App provider must not enable functions that can collect a user's geographical location information, access user's contact list, activate the camera or recorder of the user's mobile smart device or other functions irrelevant to its services, nor is it allowed to conduct bundle installations of irrelevant app programmes, unless it has clearly indicated to the user and obtained the user's consent on such functions and app programmes. On 14 June 2022, the CAC issued a revised version of the Administrative Provisions on Mobile Internet Application Information Services (《移動互聯網應用程序信息服務管理規定》), or the revised version of Mobile Application Administrative Provisions, which basically reflected the regulatory development since 2016 and further emphasises that mobile Internet App providers shall comply with relevant provisions on the scope of necessary personal information when engaging in personal information processing activities. According to the revised version of Mobile Application Administrative Provisions, mobile Internet App providers shall not compel users to agree to non-essential personal information collection out of any reason, and are prohibited from banning users from their basic functional services due to the users' refusal of providing non-essential personal information.

On May 8, 2017, the Supreme People's Court and the Supreme People's Procuratorate released the Interpretations of the Supreme People's Court and the Supreme People's Procuratorate on Several Issues Concerning the Application of Law in the Handling of Criminal Cases Involving 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》) (the "Interpretations"), effective from June 1, 2017. The Interpretations clarify several concepts regarding the crime of "infringement of citizens' personal information" stipulated by Article 253A of the Criminal Law of the PRC (《中華人民共和國刑法》), including "citizen's personal information", "provision", and "unlawful acquisition". Also, the Interpretations specify the standards for determining "serious circumstances" and "particularly serious circumstances" of this crime. Pursuant to the Ninth Amendment to the PRC Criminal Law (《中華人民共和國刑法修正案(九)》) issued by the SCNPC in August 2015 and became effective in November 2015, under certain serious situations, an internet service provider that fails to fulfill the obligations related to the internet information security administration as required by the applicable laws and refuses to rectify upon orders, shall be subject to criminal penalty.

According to the Cybersecurity Law of the PRC, network operator shall not collect personal information irrelevant to the services it provides or collect or use personal information in violation of the provisions of laws or agreements between both parties.

On November 28, 2019, the CAC, the MIIT, the MPS and the SAMR jointly issued the Notice of Illegal Collection and Use of Personal Information by APP (《APP違法違規收集使用個人信息行為認定方法》), which lists six types of illegal collection and usage of personal information.

Pursuant to the PRC Civil Code (《中華人民共和國民法典》), which was promulgated by the National People's Congress on May 28, 2020, and became effective on January 1, 2021, the personal information of a natural person shall be protected by law. Any organization or individual that needs to collect, use, process, transmit, offer, disclose the personal information of others shall pursuant to the law and ensure information security, and may neither illegally collect, use, process or transmit the personal information of others, nor illegally trade, provide or disclose the personal information of others. Anyone whose civil rights and civil interests, including personal information, are infringed upon shall have the right to seek tort liability against the infringer.

On March 12, 2021, the CAC, the MIIT, the MPS and the SAMR jointly issued the Rules on the Scope of Necessary Personal Information for Common Types of Mobile Internet Applications (《常見類型移動互聯網應用程序必要個人信息範圍規定》) (the "Necessary Personal Information Rules"), which came into effect on May 1, 2021. According to the Necessary Personal Information Rules, mobile App operators shall not deny users' access to its basic functions and services on the basis that such user disagrees with the provision of their personal information that is not necessary. The Necessary Personal Information Rules further provide relevant scopes of necessary personal information for different types of mobile Apps.

On August 16, 2021, the CAC, joint with MIIT and other government authorities, promulgated Several Provisions for the Administration of the Automobile Data Security (Interim) (《汽車數據安全管理若干規定(試行)》), (the "Automobile Data Security Provisions"), effective as of October 1, 2021. Pursuant to the Automobile Data Security Provisions, automobile data includes the personal information and important data generated from the designing, producing, selling, using and maintaining of automobiles. The "important data" refers to the data that might harm the national security, public interest or the rightful interest of individuals and associations once revised, destroyed, leaked or illegally obtained or used. Automobile data operators refer to organizations that conduct automobile data operating activity according to the Automobile Data Security Provisions, including collecting, storing, using, processing, transferring, providing, disclosing automobile data. Furthermore, automobile data operators shall conduct risk assessment for their important data operating activities, and report it to relevant government authorities. When an automobile data operator needs to make a cross-border transferring of important data for business purpose, such operator needs to pass the security assessment organised by CAC and other relevant government authorities, and shall not provide important data beyond the security assessment range.

On August 20, 2021, the SCNPC promulgated the Personal Information Protection Law (《個人信息保護法》), which took effect on November 1, 2021. The Personal Information Protection Law requires, among others, that (i) the processing (including the collection, storage, use, processing, transmission, provision, disclosure and deletion) of personal information shall follow the principles of lawfulness, legitimacy, necessity and good faith, and the personal information shall not be processed through misleading, fraudulent, coercive and other means, (ii) the processing of personal information should have a clear and reasonable purpose which should be directly related to the processing purpose, in a method that has the least impact on personal rights and interests, and the collection of personal information should be limited to the minimum scope necessary to achieve the processing purpose to avoid the excessive collection of personal information. Personal information processor processing personal information bear responsibilities for their activities of processing personal information, and shall adopt necessary measures to safeguard the security of the personal information that they process.

On 31 December 2021, the CAC, the MIIT, the Ministry of Public Security, the Ministry of State Security jointly promulgated the Administrative Provisions on Internet Information Service Algorithm Recommendation (《互聯網信息服務算法推薦管理規定》), which came into effect on 1 March 2022. The Administrative Provisions on Internet Information Service Algorithm-Based Recommendation implements classification and hierarchical management for algorithm recommendation service providers based on varies criteria. Moreover, it requires algorithmic recommendation service providers to provide users with options that are not specific to their personal characteristics, or provide users with convenient options to cancel algorithmic recommendation services. If the users choose to cancel the algorithm recommendation service, the algorithm recommendation service provider must immediately stop providing relevant services. Algorithmic recommendation service providers must also provide users with the function to select or delete user labels that are based on personal characteristics and used for algorithmic recommendation services.

The Administrative Provisions on the Account Information of Internet Users (《互聯網用戶賬號信息管理規定》), which was promulgated by the CAC on June 27, 2022 and became effective on August 1, 2022, sets out guidelines on the provision the account information of Internet users. Internet-based information service providers shall perform their responsibilities as the administrative subjects of the account information of Internet users, have in place professionals and technical capacity appropriate to the scale of services, and establish, improve and strictly implement the authentication of real identity information, verification of account information, security of information content, ecological governance, emergency responses, protection of personal information and other management systems.

REGULATIONS RELATING TO INTELLECTUAL PROPERTY

Trademark

The Trademark Law of the PRC (《中華人民共和國商標法》) promulgated by the SCNPC on August 23, 1982, effective since March 1, 1983, and last amended on April 23, 2019 and the Implementation Regulation for the Trademark Law of the PRC (《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 since May 1, 2014 provide the basic legal framework for administration of the trademarks in the PRC. Trademarks registered with the Trademark Office of China National Intellectual Property Administration are registered trademarks, including commodity trademarks, service trademarks, collective marks and certificate marks. Trademark registrants enjoy the exclusive right to use their registered trademarks and are protected by law. Trademark registrations in the PRC follow a "first-to-file" principle and are valid for a renewable ten-year period from the date of the approval of registration, unless otherwise revoked. An application for registration of a trademark may be rejected if the trademark is identical or similar to a trademark that has already been registered or given preliminary examination and approval for use on the same kind of or similar commodities or services. Any person applying for the registration of a trademark may not prejudice the existing right first obtained by others, nor may 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.

Patent

Pursuant to the Patent Law of the PRC (《中華人民共和國專利法》) promulgated by the SCNPC on March 12, 1984, last amended on October 17, 2020, and effective since June 1, 2021 and the Implementing Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) promulgated by the State Council on June 15, 2001, effective since July 1, 2001, and last amended on December 11, 2023, there are three types of patents, namely, invention, utility model and design. The duration of patent rights for inventions shall be twenty years, the duration of patent rights for utility models shall be ten years, and the duration of patent rights for designs shall be fifteen years, commencing from the date of application. The PRC patent system adopts a "first-to-file" principle, which means 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. Any invention or utility model for which patent rights may be granted must meet three criteria: novelty, inventiveness and practical applicability. Unless otherwise provided by other laws and regulations, a third party is required to obtain consent or a proper license from the patent holder to use the patent. Otherwise, the use of the patent will constitute an infringement of the rights of the patent holder.

Copyright

Copyright in the PRC, including software copyright is mainly protected under 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, effective since June 1, 1991, and last amended on November 11, 2020 and the Implementing Regulations for the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》), promulgated by the State Council on August 2, 2002, effective since September 15, 2002, and last amended on January 30, 2013. Pursuant to such laws and regulations, PRC citizens, legal persons and unincorporated organizations shall enjoy copyright in their works in the domain of literature, art and science, regardless of whether the works are published. The author of a work shall enjoy copyright upon completion of the work and registration of copyright is voluntary. Copyright holders can enjoy multiple rights including right of publication, right of authorship and right of reproduction. The term of protection of copyrighted software is 50 years.

Pursuant to the Computer Software Protection Regulations (《計算機軟件保護條例》), promulgated by the State Council on June 4, 1991, effective since October 1, 1991, and last amended on January 30, 2013, PRC citizens, legal persons and other organizations shall enjoy copyright in the software they develop, regardless of whether the software has been released publicly. Software copyright holders may register their rights with the software registration institution recognized by the copyright administration department under the State Council. The registration certificate documents issued by the software registration institution is a preliminary proof of the registered items. The Computer Software Copyright Registration Measures (《計算機軟件著作權登記辦法》), promulgated by National Copyright Administration and effective since February 20, 2002 regulate registrations of software copyright, exclusive licensing contracts for software copyright and transfer contracts. Under the Computer Software Copyright Registration Measures, National Copyright Administration of China is the competent authority for the management of software copyright registration nationwide and Copyright Protection Center of China (the "CPCC") is designated as the software registration authority. Although software registration is not mandatory, software owners, licensees, and transferees are encouraged to complete the registration process for better protections.

Domain Name

Internet domain name registration and related matters are principally regulated 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 since November 1, 2017 and the Implementation Rules for the Registration of National Top-level Domain Names (《國家頂級域名註冊實施細則》) issued by China Internet Network Information Center on June 18, 2019. Domain name registrations are handled through domain name service agencies established under the relevant regulations. The domain name system follows a "first-to-file" principle, and the applicants become domain name holders upon completion of the registration process. ".CN" and ".zhongguo (in Chinese character)" shall be the ccTLDs of the PRC. Any party that applies for registration of the ccTLDs of ".CN" or ".zhongguo (in Chinese character)" or provides services related to domain name registration shall comply with the Implementation Rules for the Registration of National Top-level Domain Names.

REGULATIONS RELATING TO TAX

Enterprise Income Tax

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》) promulgated by the SCNPC on March 16, 2007, effective since January 1, 2008, and last amended on December 29, 2018 and the Regulations for the Implementation of the Enterprise Income Tax Law (《中華人民共和國企業所得税法實施條例》) promulgated by the State Council on December 6, 2007, effective since January 1, 2008, and last amended on April 23, 2019 (collectively, the "EIT Laws"), taxpayers consist of resident enterprises and non-resident enterprises. Resident enterprises are defined as enterprises that are established in China in accordance with the PRC laws, or that are established in accordance with the laws of foreign countries but whose actual or de facto control entity is within the PRC. Non-resident enterprises are defined as enterprises that are established in accordance with the laws of foreign countries and whose actual or de facto control entity is located outside the PRC, but have established institutions or premises in the PRC, or have no such institutions or premises in the PRC but have income generated from inside the PRC. According to the EIT Laws, the enterprise income tax is levied at a uniform rate of 25%. However, if a non-resident enterprise has not formed any permanent establishment or premise in the PRC, or if a non-resident enterprise has formed a permanent establishment or premise in the PRC but there is no actual relationship between the income derived in the PRC and the permanent establishment or premise formed by it, the enterprise income tax is levied at the rate of 10% with respect to its dividends income sourced from inside the PRC.

The Notice of the STA Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as the PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies (《國家税務總局關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》) promulgated on April 22, 2009 and last amended on December 29, 2017 provides the standards and procedures for determining whether a Chinese-controlled offshore incorporated enterprises is the resident enterprises with its "de facto management body" located within the PRC.

Under the Public Announcement on Several Issues Concerning Enterprise Income Tax for Indirect Transfer of Assets by Non-Resident Enterprises (《關於非居民企業間接轉讓財產企業所得税若干問題的公告》) promulgated by the STA on February 3, 2015 and last amended on December 29, 2017, if a non-resident enterprise evades its obligation to pay enterprise income tax by implementing an arrangement without reasonable commercial purposes to indirectly transfer assets such as the equity interest of a PRC resident enterprise, such indirect transfer shall be deemed as a direct transfer of assets in accordance with the Article 47 of the Enterprise Income Tax Law of the PRC.

Pursuant to Announcement of the STA on Issues Relating to Withholding at Source of Income Tax of Non-resident Enterprises (《國家税務總局關於非居民企業所得税源泉扣繳有關問題的公告》) promulgated on October 17, 2017, effective since December 1, 2017, and amended on June 15, 2018, tax authorities may seek payment of tax arrears and late fees payable from other income of a non-PRC resident enterprise within the territory of the PRC if such non-PRC resident enterprise fails to comply with tax obligations.

The Law of the PRC on the Administration of Tax Collection (《中華人民共和國税收徵收管理法》) promulgated by the SCNPC on September 4, 1992, effective since January 1, 1993 and last amended on April 24, 2015 is enacted to regulate tax collection management and tax payment. According to the law, if a taxpayer fails to pay taxes or a withholding agent fails to remit taxes in accordance with a prescribed period, the tax authorities shall impose an overdue payment of 0.05% of the amount of tax in arrears on a daily basis, commencing on the day the tax payment was defaulted.

Pursuant to the Administrative Measures for Accreditation of High-tech Enterprises (《高新技術企業認定管理辦法》), effected on January 1, 2008 and amended on January 29, 2016, enterprises that are recognized as high-tech enterprises are entitled to enjoy the preferential enterprise income tax rate of 15% in accordance with the Enterprise Income Tax Law of the PRC. The high-tech enterprise certificate is valid for three years from the date of issuance. An enterprise can re-apply for the high-tech enterprise certificate after it expires.

Value-added Tax

According 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》) promulgated by the State Council on December 13, 1993, effective since January 1, 1994, and last amended on November 19, 2017, and the Detailed Rules for the Implementation of the Provisional Regulations on Value-added Tax of the PRC (《中華人民共和國增值税暫行條例實施細則》) promulgated by the Ministry of Finance (the "MOF") and the STA on December 15, 2008, effective since January 1, 2009, and amended on October 28, 2011, all enterprises and individuals engaging in the sale of goods and provision of processing, repair and replacement services, sales of services, intangible assets and immovable assets, and importation of goods within the territory of the PRC shall pay value-added taxes. As required by the Notice of the MOF and the STA on Implementing the Pilot Program of [**REDACTED**] Business Tax with Value-Added Tax in an All-round Manner (《財政部、國家税務總局關於全面推開營業税改徵增值税試點的通知》) promulgated on March 23, 2016, effective since May 1, 2016 and last amended on March 20, 2019, enterprises and individuals engaging in the sales of services, intangible assets or immovable assets within the territory of the PRC shall pay value-added tax instead of business tax.

Pursuant to the Notice of the MOF and the STA on Adjusting Value-added Tax Rates (《財政部、國家税務總局關於調整增值税税率的通知》) promulgated on April 4, 2018, where a taxpayer engages in taxable sales of value-added tax or imports goods, the previous applicable tax rates of 17% and 11% are adjusted to 16% and 10% respectively. Furthermore, pursuant to the Announcement of the MOF, the STA and the General Administration of

Customs on Relevant Policies for Deepening Value-added Tax Reform (《關於深化增值税改革有關政策的公告》) promulgated on March 20, 2019 and effective since April 1, 2019, with respect to taxable sales of value-added tax or imports of goods, the previous applicable value-added tax rates of 16% and 10% of general value-added taxpayers shall be adjusted to 13% and 9% respectively.

Dividend Withholding Tax

Pursuant to (i) the Arrangement Between Mainland of the PRC and Hong Kong Special Administrative Region for the Avoidance of Double Taxation and 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》) promulgated by the STA on August 21, 2006, (ii) the Circular of the STA on Relevant Issues relating to the Implementation of Dividend Clauses in Tax Treaty 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》) promulgated by the STA on February 20, 2009 and other relevant PRC laws and regulations, the withholding tax rate for dividends paid by a PRC resident enterprise to a Hong Kong resident enterprise may be reduced to 5% from a standard rate of 10% if the Hong Kong resident enterprise directly holds at least 25% of the equity interests in the PRC resident enterprise. To enjoy the reduced withholding tax rate, the Hong Kong resident enterprise must: (a) be a company; (b) directly own the required percentage of equity interests and voting rights in the PRC resident enterprise; and (c) have directly owned such required percentage in the PRC resident enterprise within the 12 consecutive months prior to the dividend being paid. In addition, the Announcement on Issues Regarding Beneficial Owners under Tax Treaties (《關於税收協定中"受益所有人"有關問題的公告》), promulgated by the STA on February 3, 2018 and effective since April 1, 2018 addresses the methods to determine a "beneficial owner" under dividend, interest, and royalty provisions in double tax treaties between Mainland of the PRC and Hong Kong.

Under the Administrative Measures for Non-Resident Taxpayers to Enjoy Treatments (《非居民納税人享受協定待遇管理辦法》) promulgated by the STA on October 14, 2019, effective since January 1, 2020, qualified non-resident taxpayers can enjoy benefits under tax treaties by themselves without approval from the tax authorities at the time of filing their tax returns or making withholding declarations through withholding agents, subject to subsequent administration by the tax authorities.

REGULATIONS RELATING TO LABOUR

Regulations on Employment

The principle laws and regulations that govern employment include: (i) the Labour Law of the PRC (《中華人民共和國勞動法》), promulgated by the SCNPC on July 5, 1994, effective since January 1, 1995, and last amended on December 29, 2018; (ii) the Labour Contract Law of the PRC (《中華人民共和國勞動合同法》), promulgated by the SCNPC on June 29, 2007, effective since January 1, 2008, and amended on December 28, 2012; and (iii) the Implementation Regulations of the Labour Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》), promulgated by the State Council on September 18, 2008.

According to the laws and regulations above, employers shall enter into employment agreements in writing with employees and shall pay wages timely. Wages shall not be lower than local standards on minimum wages. At the time of hiring, employers shall inform employees in good faith of the scope of work, working conditions, locations of workplace, occupational hazards, work safety, compensation, and other information requested by employees. Employers are required to establish and improve their system of workplace safety and sanitation, strictly comply with national rules and standards, and provide employees with safety and sanitation training. Violations of the laws and regulations above may result in the imposition of fines and other administrative penalties. For serious violations, criminal liability may arise.

Regulations on Labor Dispatch

Under the Interim Provisions on Labour Dispatch (《劳務派遣暫行規定》) promulgated by the MHRSS on January 24, 2014 and effective since March 1, 2014, employers shall only use dispatched workers in temporary, ancillary or substitute positions. The term "temporary position" means a position that exist for no more than six months; the term "ancillary position" means a position of non-primary business that provides services to positions of primary business; and the term "substitute position" means a position that can be substituted by other workers for a certain period when the workers who originally hold such positions are unable to work for reasons such as being off work for full-time study or on leave. Employers shall strictly control the number of dispatched workers, which shall not exceed 10% of the total number of their workers. Any employer that uses workers in the way of labour dispatch but describes it as contracting or outsourcing shall be governed by the Interim Provisions on Labour Dispatch.

Regulations on Social Insurance and Housing Fund

The main laws and regulations on social insurance include: (i) 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 since July 1, 2011 and amended on December 29, 2018; (ii) the Interim Regulations on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) promulgated by the State Council on January 22, 1999 and amended on March 24, 2019; (iii) the Decisions on the Establishment of a Unified Program for Basic Old-Aged Pension Insurance of the State Council (《國務院關於建立統一的企業職工基本養老保險制度的決定》) promulgated on July 16, 1997; (iv) the Decisions on the Establishment of the Medical Insurance Program for Urban Workers of the State Council (《國務院關於建立城鎮職工基本醫療保險制度的決定》) promulgated on December 14, 1998; (v) the Regulation on Work-related Injury Insurance (《工傷保險條例》) promulgated by the State Council on April 27, 2003, effective since January 1, 2004, amended on December 20, 2010; (vi) the Regulations on Unemployment Insurance (《失業保險條例》) promulgated by the State Council on January 22, 1999; and (vii) the Tentative Measures for Maternity Insurance of Employees of Corporations (《企業職工生育保險試行辦法》) promulgated by the Ministry of Labour on December 14, 1994. Pursuant to the above laws and regulations, employers shall provide employees with and employees shall participate in social insurance schemes covering basic

pension insurance, basic medical insurance, unemployment insurance, work-related injury insurance and maternity insurance. Employers shall pay work-related injury insurance premiums and maternity insurance premiums. Basic pension insurance premiums, basic medical insurance premiums, and unemployment insurance premiums shall be paid jointly by employers and employees. Employers are required to apply for social insurance registration within 30 days of its formation, and apply for social insurance registration for an employee within 30 days of the date of employment. If an employer fails to timely register the social insurance, the employer will be ordered to rectify within a stipulated period; if the employer fails to timely rectify, the social insurance administrative department shall impose fines on the employer and its directly liable person. Any employer that fails to pay social insurance premiums on time and in full shall be ordered to make full payment within a stipulated period and fined for overdue payment; if the employer fails to timely make full payment, the relevant administrative department shall impose a fine of one to three times the amount of overdue payment on it.

As required by the Regulations on the Management of Housing Provident Funds (《住房公積金管理條例》) promulgated on April 3, 1999 and last amended on March 24, 2019 and the Guiding Opinions on Several Issues concerning the Management of the Housing Provident (《關於住房公積金管理若干具體問題的指導意見》) promulgated on January 10, 2005, employers shall register for housing provident funds at local housing fund administration centers within 30 days of its formation and shall open accounts and fully deposit housing funds for employees on time. The contribution rate of housing funds should not be less than 5% of the average monthly salary of the employee in the previous year, and cities may properly raise the contribution rate. Any employer that fails to contribute housing fund on time shall be ordered by the housing fund administration center to rectify within a stipulated period; if the employer fails to timely rectify, the housing fund administration center may apply to a court for enforcement.

REGULATIONS RELATING TO FOREIGN EXCHANGE

Regulations on Foreign Currency Exchange

Foreign currency exchange in the PRC is principally governed by the Foreign Exchange Administration Regulations 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 on August 5, 2008. Pursuant to such regulations, Renminbi is freely convertible into other currencies for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions, without prior approval of the State Administration of Foreign Exchange (the "SAFE"), by following certain stipulated procedures. However, Renminbi is not freely convertible for capital account items, such as direct investments, loans, repatriation of investments and investments in securities outside the PRC, unless the prior approval or registration with appropriate government authorities of foreign exchange is made.

According to the Regulations on the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》) promulgated by PBOC on June 20, 1996 and effective since July 1, 1996, foreign-invested enterprises may retain foreign exchange receipts under the current account up to the maximum amount approved by the foreign exchange bureau, and the excess of such amount shall be sold to a designated foreign exchange bank or through a foreign exchange swap center. Foreign-invested enterprises are permitted to convert their lawful after-tax dividends into foreign exchange and to remit such foreign exchange out of their foreign exchange bank accounts in the PRC. However, foreign exchange transactions involving overseas direct investment or investment and exchange in securities abroad are subject to approval or registration with the SAFE and other relevant PRC government authorities.

On March 30, 2015, the SAFE issued the Notice on Reforming the Administration Methods of the Settlement of Foreign Currency Capital by 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》) (the "SAFE Circular 19"), which became effective on June 1, 2015 and was last amended on December 30, 2019. Pursuant to the SAFE Circular 19, foreign-invested enterprises may settle their foreign exchange capital at their discretion according to their actual business needs. The SAFE Circular 19 facilitates foreign-invested enterprises to make PRC domestic equity investments with Renminbi converted from foreign currency-denominated capital by providing relevant procedures. On June 9, 2016, the SAFE issued the Circular on Reforming and Standardizing the Management Policy Relating to Foreign Exchange Settlement of Capital Account (《關於改革和規範資本項目結匯管理政策的通知》) (the "SAFE Circular 16"), which reiterates the principle set forth in the SAFE Circular 19 that Renminbi converted from foreign currency-denominated capital of foreign-invested enterprises may not be directly or indirectly used for purposes beyond their actual business needs, and such use shall comply with PRC laws and regulations. The SAFE Circular 16 provides that discretionary foreign exchange settlement applies to foreign exchange capital, foreign debt offering proceeds and remitted foreign [**REDACTED**] proceeds. The corresponding Renminbi converted from foreign exchange are allowed to use to extend loans to affiliated parties or repay inter-company loans (including advances by third parties), while shall not be used to extend loans to non-affiliated parties.

On January 26, 2017, the SAFE promulgated the Notice 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》) which relaxes the policy restriction on foreign exchange inflow to facilitate trade and investment, and strengthens genuineness and compliance verification of cross-border transactions and cross-border capital flow.

On October 23, 2019, the SAFE promulgated the Notice on Further Promoting the Facilitation of Cross-border Trade and Investment (《關於進一步促進跨境貿易投資便利化的通知》), which removes the restrictions on domestic equity investment in the capital of non-investment foreign-invested enterprises, including the capital obtained from foreign exchange settlement, and provides that (i) such domestic equity investment shall comply with the current version of the Negative List; and (ii) the investment project shall be genuine, in compliance with laws and regulations. According to the notice, qualified enterprises in pilot

areas may use their capital income from capital funds, foreign debts and overseas [**REDACTED**] for domestic payments without providing proofs of authenticity to the relevant banks each time prior to those payments, while such use shall be genuine, in compliance with relevant laws and regulations. On April 10, 2020, the SAFE promulgated the Notice on Optimizing Foreign Exchange Administration to Support the Development of Foreign-related Business (《關於優化外匯管理支持涉外業務發展的通知》), which promotes the facilitation of capital income payments set forth in the Notice on Further Promoting the Facilitation of Cross-border Trade and Investment nationwide. Qualified enterprises nationwide may use their capital income from capital funds, foreign debts and overseas [**REDACTED**] for domestic payments without providing proofs of authenticity to the relevant banks in advance, provided that such use shall be genuine and compliant, in compliance with the existing regulations on use of income under the capital account. Local foreign exchange authorities shall strengthen monitoring, analysis, and regulation during and after the event.

Regulations on Foreign Exchange Registration of Overseas Investment by PRC Residents

The Notice on Issues Relating to Foreign Exchange Control for Overseas Investment and Financing and Round-tripping by Chinese Residents through Special Purpose Vehicles (《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 "SAFE Circular 37"), promulgated by the SAFE on July 4, 2014, regulates foreign exchange matters relating to offshore investments and financing or round-trip investments of the PRC residents or entities by using special purpose vehicles in China. According to the SAFE Circular 37, a "special purpose vehicle" refers to a foreign enterprise established or indirectly controlled by a PRC resident individual or entity for the purpose of seeking offshore financing or making offshore investment, with such PRC resident's legally owned assets or equity interest in domestic enterprises or offshore assets or interests. A "round trip investment" refers to direct investment within the PRC by a PRC resident individual or entity directly or indirectly through a special purpose vehicle, namely, establishing or acquiring a foreign-invested enterprise to obtain ownership, control rights, management rights, and other interests. As required by the SAFE Circular 37, PRC resident individuals and entities shall complete foreign exchange registration with the SAFE or its local branch before making any contribution into special purpose vehicles. If there is (i) a change in basic information, such as the PRC resident individual shareholder, the company name, the operating period, or (ii) an occurrence of a material event, such as a capital increase, decrease, equity transfer or swap, merger or split, with respect to a special purpose vehicle, the PRC resident individual or entity shall register such change with the competent authorities of foreign exchange in a timely manner.

On February 13, 2015, the SAFE promulgated the Notice on Further Simplifying and Improving the Foreign Currency Management Policy on 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》) (the "SAFE Circular 13"), which became effective on June 1, 2015. The SAFE Circular 13 amended the SAFE 37 by cancelling the administrative approval of foreign exchange registration under direct domestic investments and direct overseas investments by the SAFE or its local branches. Pursuant to the SAFE Circular 13, banks shall instead directly examine and handle foreign exchange registration under direct domestic investments and direct overseas investments.

Regulations on Foreign Exchange Related to Stock Incentive Plans

According to the Notice on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly Listed Company (《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》) (the "SAFE Circular 7"), promulgated by the SAFE on February 15, 2012, directors, supervisors, senior management and other employees participating in any stock incentive plan of an overseas publicly listed company who are PRC citizens or non-PRC citizens that reside in PRC for a continuous period of not less than one year, subject to a few exceptions, shall register with the SAFE or its local branches through a PRC qualified agent, and complete certain procedures. Individuals participating in the same stock incentive plan shall also appoint an overseas entrusted institution to handle matters including exercise of stock options, purchase and sale of the corresponding shares or interests, and transfer of the corresponding funds. As required by the SAFE Circular 7, the aforementioned PRC agents shall apply to the SAFE or its local branches, on behalf of the PRC residents, for an annual quota for the payment of foreign currencies in connection with the PRC residents' exercise of the employee share options. The foreign exchange proceeds received by PRC residents under the stock incentive plans and dividends distributed by the overseas listed companies shall be remitted into the bank accounts in the PRC opened by the PRC agents before distributing to such PRC residents. The PRC agents shall file with the local branches of the SAFE each quarter a form for record-filing provided in the appendix of the SAFE Circular 7.

REGULATIONS RELATING TO M&A RULES AND OVERSEAS [REDACTED]

M&A

The Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (the "M&A Rules") was issued by regulatory agencies including the MOFCOM, State-owned Assets Supervision and Administration Commission of the State Council, the STA, the SAIC, China Securities Regulatory Commission (the "CSRC") and the SAFE on August 8, 2006, which became effective on September 8, 2006 and was amended on June 22, 2009. Foreign investors are subject to the "M&A Rules" in the event that they (i) purchase the equities of the shareholders of a domestic company or subscribe to the increased capital of a domestic company, and thus changes the domestic company into a foreign-invested enterprise; (ii) establish a foreign-invested enterprise in the PRC, and through which they purchase the assets of a domestic company and operate its assets; or (iii) purchase the assets of a domestic company, and then invest such assets to establish a foreign-invested enterprise and operate the assets. Pursuant to the M&A Rules, the transaction for the overseas [**REDACTED**] of an offshore special-purpose vehicles, an offshore company directly or indirectly controlled by a domestic company or individual for the purpose of the overseas [**REDACTED**] through the equity interests in a domestic company, shall be subject to approval of the CSRC. If a domestic company, enterprise or natural person intends to merge or acquire its domestic affiliated company in the name of a company which it lawfully established or controls, such merger or acquisition shall be subject to the examination and approval of the MOFCOM. Moreover, MOFCOM shall be notified in

advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise, if (i) any important industry is concerned, (ii) such transaction involves factors that impact or may impact national economic security or (iii) such transaction will lead to a change in control of a domestic enterprise which holds a famous trademark or PRC time-honored brand.

Overseas [REDACTED]

On July 6, 2021, the General Office of the Central Committee of the Communist Party of China and the General Office of the State Council issued the Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》). According to such Opinions, the government will take effective measures to strengthen administration and supervision of overseas securities [**REDACTED**] and [**REDACTED**] of China-based companies and regulation over illegal securities activities. The Opinions proposes to improve relevant laws and regulations on the overseas issuance and [**REDACTED**] of shares by such companies, cyber security, cross-border data transmission and confidential information management, emphasizes the importance of law enforcement in relevant critical areas, and calls for promotion of construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies.

Pursuant to the Negative List, if a domestic enterprise engaging in a prohibited industry stipulated in the Negative List seeks an overseas [**REDACTED**] and [**REDACTED**], it shall obtain approval from the competent governmental authorities. Foreign investors shall not participate in the operation and management of the enterprise and their shareholding ratio shall be subject, mutatis mutandis, to the relevant regulations on the domestic securities investment by foreign investors.

On February 17, 2023, the CSRC released Trial Administrative Measures for Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "Oversea Listing Trial Measures") and five relevant guidelines, which became effective on March 31, 2023. Pursuant to the Overseas Listing Trial Measures, PRC domestic companies that seek to offer and list securities in overseas markets, either in direct or indirect means, shall complete the filing procedures and report relevant information to the CSRC. The Overseas Listing Trial Measures provide that if the issuer meets the following criteria, the overseas securities [**REDACTED**] and [**REDACTED**] conducted by such issuer will be deemed as an indirect overseas [**REDACTED**] subject to the filing procedure: (i) 50% or more of the issuer's operating revenue, total profit, total assets or net assets as documented in its audited consolidated financial statements for the most recent fiscal year is accounted for by domestic companies; and (ii) the issuer's business activities are substantially conducted in Mainland China, or its primary place(s) of business are located in Mainland China, or the senior managers in charge of its business operations and management are mostly Chinese citizens or domiciled in Mainland China. Where an issuer submits an application for [**REDACTED**] to competent overseas regulators, such issuer must file with the CSRC within three business days after such application is submitted.

[**REDACTED**]

At a press conference held for these new regulations, officials from the CSRC clarified that the domestic companies that have already been listed overseas on or before the effective date of the Overseas Listing Trial Measures shall be deemed as the Existing Issuers. Existing Issuers are not required to complete the filling procedures immediately, but they should file with the CSRC when subsequent corporate actions such as refinancing are involved. Domestic companies that have obtained approval from overseas regulatory authorities or securities exchanges (for example, a contemplated [**REDACTED**] and/or [**REDACTED**] in Hong Kong has passed the hearing of the Stock Exchange) for their indirect overseas [**REDACTED**] and [**REDACTED**] prior to the effective date of the Overseas Listing Trial Measures but have not yet completed their indirect overseas issuance and [**REDACTED**], are granted a six-month transition period from March 31, 2023. Those who complete their overseas [**REDACTED**] and [**REDACTED**] within such six-month period are deemed as Existing Issuers and are not required to file with the CSRC for their overseas [**REDACTED**] and [**REDACTED**]. Within such six-month transition period, however, if such domestic companies need to reapply for [**REDACTED**] and [**REDACTED**] procedures to the overseas regulatory authority or securities exchanges (such as requiring a new hearing for the [**REDACTED**] application of it shares on the Stock Exchange), or if they fail to complete their indirect overseas issuance and [**REDACTED**], such domestic companies shall complete the filling procedures with the CSRC. On February 17, 2023, the CSRC also issued the Notice on Administration for the Filing of Overseas Offering and Listing by Domestic Companies (《關於境內企業境外發行上市備案管理安排的通知》), which, clarifies that on or prior to the effective date of the Oversea Listing Trial Measures, domestic companies that have already submitted valid applications for overseas [**REDACTED**] and [**REDACTED**] but have not obtained approval from overseas regulatory authorities or stock exchanges may reasonably arrange the timing for submitting their filing applications with the CSRC, and must complete the filing before the completion of their overseas [**REDACTED**] and [**REDACTED**].

On February 24, 2023, the CSRC released the Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Issuance and Listing of Securities by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the "Confidentiality Provisions"), which became effective on March 31, 2023. Pursuant to the Confidentiality Provisions, domestic joint-stock enterprises listed in overseas markets via direct [**REDACTED**] and domestic operational entities of enterprises listed in overseas markets via indirect [**REDACTED**] must obtain approval and complete filing or other requirements before they publicly disclose any documents and materials that contain state secrets or government work secrets or that, if divulged, will jeopardize China's national security or public interest, or before they provide such documents or materials to entities or individuals such as securities companies, securities service providers and overseas regulators.