## OVERVIEW

Our business in the PRC is subject to extensive supervision and regulatory control by the PRC government. This section sets out a summary of relevant laws and regulations that may have material impact on our business.

## REGULATIONS ON AUTONOMOUS DRIVING

On March 12, 2021, the National People's Congress of the PRC approved the Outline of the 14th Five–Year Plan (2021–2025) for National Economic and Social Development and Long–Range Objectives for 2035 (《中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要》), which clarifies that the PRC should foster advanced manufacturing clusters and promote the innovation and development of industries.

On December 20, 2020, the Ministry of Transport of the PRC (the "MOT") promulgated the Guiding Opinions on Promoting the Development and Application of Road Transport Autonomous Driving Technologies (《交通運輸部關於促進道路交通自動駕駛技術發展和應用的指導意見》), which clarified the development goal. Specifically, by 2025, the research on the basic theory of autonomous driving has made positive progress, and key technologies such as road infrastructure intelligence, vehicle-road collaboration and product research and development and test verification have made important breakthroughs; a number of basic and key standards for autonomous driving have been issued; a number of national autonomous driving test bases and pilot application demonstration projects have been built to realize large–scale application in some scenarios and promote the industrialization of autonomous driving technology.

On July 30, 2021, the Ministry of Industry and Information Technology of the PRC (the "MIIT") promulgated the Opinions on Strengthening the Administration of the Access of Intelligent Connected Vehicle Manufacturers and Products (《工業和信息化部關於加強智能網聯汽車生產企業及產品准入管理的意見》). The foregoing opinions provide that enterprises should strengthen data security management ability and network security guarantee ability, as well as strengthen management ability and ensure product production consistency. Moreover, enterprises should strengthen product management: (a) Enterprises should strictly perform the obligation of informing. Where the enterprise produces automobile products with driving assistance and autonomous driving functions, it shall clearly inform the vehicle functions and performance limits, driver responsibilities, human–computer interaction equipment indication information, function activation and exit methods and conditions, and more; (b) Enterprises should strengthen the safety management of combined driving assistance products; (c) Enterprises should strengthen the safety management of autonomous driving function products; (d) Enterprises ensure reliable space–time information services.

On August 1, 2022, the Regulations on the Administration of Intelligent Connected Vehicles in Shenzhen Special Economic Zone (《深圳經濟特區智能網聯汽車管理條例》) came into effect. Pursuant to the foregoing regulations, intelligent connected vehicles can be sold after being listed in the national automobile product catalog or the Shenzhen intelligent connected vehicle product catalog, and getting access by the industry and information technology authorities; intelligent connected vehicles can be driven on the road after registration with the traffic management department of the public security authority; with the permission of the transportation department, intelligent connected vehicles can engage in road transport business.

The Regulations on Promoting the Innovative Application of Driverless Intelligent Connected Vehicle in Pudong New Area (《上海市浦東新區促進無駕駛人智能網聯汽車創新應用規定》) (the "Pudong Regulations") came into force on February 1, 2023. In the next month, the Implementation Rules for the Regulations on Promoting the Innovative Application of Driverless Intelligent Connected Vehicle in Pudong New Area (《上海市浦東新區促進無駕駛人智能網聯汽車創新應用規定實施細則》) (the "Pudong Implementation Rules") was released. Pudong Regulations and Pudong Implementation Rules apply to the innovative application activities such as road testing, demonstration application, demonstration operation, and commercial operation of driverless intelligent connected vehicles. To further implement Pudong regulations, the Technical Solutions on Intelligent Connected Vehicle without (Safe) Driver Test (《上海市無駕駛(安全)員智能網聯汽車測試技術方案》) (the "Technical Solutions"), which was released on February 7, 2023, clarify the overall requirements, failed identification and safety response requirements, minimum risk strategy requirements, human–computer interaction requirements and test methods that intelligent connected vehicles applying to carry out automatic driving function tests without (safe) drivers should meet after passing the automatic driving test with (safe) driver. The Technical Solutions only apply to the autonomous driving function tests without (safe) drivers which has not yet been involved in the Company's business. The Company has taken, and will continue to take reasonable measures to ensure compliance with applicable laws and regulations.

On July 27, 2021, the Rules for the Administration of the Road Testing and Demonstrative Application of Intelligent Connected Vehicles (for 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 Rule") was promulgated by the MIIT, the Ministry of Public Security and the Ministry of Transport and came into effect on September 1, 2021. It stipulates, among others, the conditions of the subjects for road testing and demonstration application, the conditions and management of the road testing and demonstration application, and the handling of traffic violations and accidents.

On November 17, 2023, the Notice of the MIIT, the Ministry of Public Security, the Ministry of Housing and Urban–rural Development (the "MOHURD") and MOT of the PRC on Launching the Pilot Program of Market Access and Road Passage for Intelligent Connected Vehicles (《工業和信息化部、公安部、住房和城鄉建設部、交通運輸部關於開展智能網聯汽車准入和上路通行試點工作的通知》) (the "Notice on Pilot Program for ICVs") came into effect. Pursuant to the foregoing notice, through the pilot program, efforts shall be made to guide intelligent connected vehicles manufacturers and users to strengthen their capacity

building, and, on the premise of ensuring safety, promote the improvement of the functions and performance of intelligent connected vehicles products and the iterative optimization of the industrial ecology so as to promote the high–quality development of the industry of intelligent connected vehicles.

The Road Testing Rule, and the Notice on Pilot Program for ICVs are applicable to autonomous driving functions (referring to conditionally automated driving, highly automated driving and fully automated driving) of intelligent connected vehicles. Conditionally automated driving (referred to autonomous driving Level 3) is defined as a situation in which all dynamic driving tasks are accomplished under the operational design conditions of the system, with the driver assuming the role of providing appropriate intervention in response to the dynamic driving task takeover request of the system.

According to CIC, as of the Latest Practicable Date, there is no mass-produced passenger vehicle at autonomous driving Level 3 or above in China. The solutions that we currently sell to OEMs and installed in passenger vehicles by OEMs requires drivers to concentrate on driving, supervise the behavior of the driving automation system throughout the journey and perform appropriate driving tasks. Meanwhile, under relevant regulatory requirements such as Opinions of the MIIT on strengthening the access management of intelligent connected vehicle manufacturers and products (《工業和信息化部關於加強智能網聯汽車生產企業及產品准入管理的意見》), OEMs shall clearly inform drivers of the functions and limitations of the vehicle, and the liability of driver, and take technical measures to ensure that drivers are always performing the driving tasks. Therefore, vehicles currently stalled with our solution shall be driven by the driver rather than the autonomous driving system, and thus do not fall under the legal concept of autonomous driving Level 3 (i.e. conditionally automated driving) under relevant autonomous regulations. Based on the above, as advised by our PRC Legal Adviser, as of the Latest Practicable Date, the Road Testing Rule and the Notice on Pilot Program for ICVs are not applicable to us. Notwithstanding, we have taken, and will continue to take reasonable measures to ensure compliance with applicable laws and regulations.

According to the Implementation Guidelines on the Pilot Program for Market Access of ICVs (《智能網聯汽車准入和上路通行試點實施指南》), an attachment to the Notice on Pilot Program for ICVs, we may face potential liabilities depending on different circumstances in the event of car accidents.

(i) where a road traffic accident occurs in a vehicle with its automated driving function system unactivated, or that a road traffic accident occurs in a vehicle without automated driving function system, the relevant liability shall be borne in accordance with the existing provisions and the Road Traffic Safety Law of the PRC (《中華人民共和國道路交通安全法》, promulgated by the SCNPC on October 28, 2003 and amended on December 29, 2007, April 22, 2011 and April 29, 2021, and came into effect on the same day) shall apply. According to Article 76 of the Road Traffic Safety Law of the PRC, where motor vehicles are involved in traffic accidents which cause casualties and property losses, the insurance company shall make compensation within the limit of the compulsory third party liability insurance

for motor vehicles; if the said insurance is insufficient, the part not covered shall be compensated according to relevant liability principles between the drivers of motor vehicles, drivers of non-motor vehicle and/or pedestrians. Under such circumstance, as all our solutions do not fall into the category of automated driving function defined by Notice on Pilot Program for ICVs, as of the Latest Practicable Date, we are not a party to the traffic accident and shall not assume traffic liability for such accident, and hence we have no loss contingency under such circumstance.

(ii) where any personal injury or property loss is caused by a road traffic accident when the automated driving function system is activated, the insurance company shall make compensation within the insurance liability limit; any insufficient part shall be ascertained the liability of all parties concerned for compensation in accordance with Article 76 of the Road Traffic Safety Law of the PRC. Where the intelligent connected vehicle users are required to bear liability for compensation according to the law, the compensation liability shall be borne by the pilot users. Where the pilot automobile manufacturers, autopilot system developers, infrastructure and equipment providers, safety personnel and other relevant parties have fault for the occurrence of traffic accidents, the pilot users may pursue recovery for the compensation according to the law. If a crime has been committed, the liable persons shall be prosecuted for criminal liability in accordance with the PRC laws.

Under aforementioned circumstances, if our solutions fall within the scope of automated driving function defined by the Notice on Pilot Program for ICVs in the future, we may bear relevant legal liability as autopilot system developers if there is a fault with respect to the occurrence of a traffic accident. We will assess relevant loss contingencies and make provision or disclosures as appropriate.

As confirmed by our PRC Legal Adviser, laws and regulations in the PRC in relation to autonomous driving functions in the event of driving accidents are relatively new, not sufficient enough yet and are in the process of evolving together with the development of the whole industry. We have always been cautious about importance to the product safety responsibility. We have taken, and will continue to take reasonable measures, to ensure our continued compliance with applicable laws and regulations. From the perspective of future legal development in relation to autonomous driving functions in the event of driving accidents, further improvement of laws and regulations will help the better development of the whole market and the whole industry and will be beneficial to our future business.

Meanwhile, China Electronics Standardization Association, China Electronics Standardization Institute and other institutions published the White Paper on Performance Evaluation Standardization of Autonomous Driving Processing Hardwares in September 2023, which introduced that with the rapid development of the autonomous driving industry and the urgent demand for the industry standardization, leading domestic and foreign institutions should work together to improve the evaluation and standardization system. On December 29, 2023, the MIIT issued the Guide to the Building of the National Standard System for Automotive Processing Hardwares, which stated that more than 30 key standards by 2025, and

more than 70 relevant standards by 2030 for automotive processing hardwares will be formulated. These guides will provide guidance and requirements for processing hardware industry in the future, promote the development and product application, cultivate an independent innovation environment, improve the overall technical level and international competitiveness, and build a scientific, efficient and sustainable automotive processing hardware industry ecosystem. The formulation of such standards is not expected to have a material adverse effect on the Group's business operations and financial performance resulting.

## LAWS AND REGULATIONS ON FOREIGN INVESTMENT

Pursuant to Provisions on Merger and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) (the "Merger and Acquisition Provisions", which was promulgated on June 22, 2009), merger and acquisition of domestic enterprises by foreign investors referred to in the Merger and Acquisition Provisions shall mean acquisition of equity of shareholders of non–foreign investment enterprises in China or subscription to additional capital of domestic companies by foreign investors to convert such domestic companies into foreign investment enterprises; or incorporation of foreign investment enterprises by foreign investors to acquire and operate assets of domestic enterprises by such foreign investment enterprises by agreement, or acquisition of assets of domestic enterprises by foreign investors by agreement and investment of such assets to establish foreign investment enterprises for operation of such assets. In the case of merger or acquisition of a domestic enterprise by a foreign investment enterprise incorporated by a foreign investor in China, the relevant provisions on merger and division of foreign investment enterprises and the relevant provisions on domestic investments of foreign investment enterprises shall apply; where there is no provision therein, the Merger and Acquisition Provisions shall apply by reference.

On October 28, 2015, the MOFCOM promulgated Interim Provisions on Investment Inside China by Foreign Investment Enterprises (《關於外商投資企業境內投資的暫行規定》). According to the foregoing provisions, where a foreign investment enterprise purchases share ownership from investors of the target company, and the business scope of the target company falls within the field of Encouraged or Permitted Categories of Investment, the target company shall submit to the original company registration organ all the materials prescribed by Article 6, and shall, in accordance with relevant provisions of the "Rules on Company Registration", apply to the original company registration organ for alteration of registration.

Pursuant to the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》), the Regulation for Implementing the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) and Measures on Reporting of Foreign Investment Information (《外商投資信息報告辦法》), which became effective on January 1, 2020, the State Council establishes a foreign investment information report system. Foreign investors or foreign–funded enterprises shall submit investment information to the competent department for commerce concerned through the enterprise registration system and the enterprise credit information publicity system. The contents and scope of foreign investment information report shall be determined under the principle of necessity; it is not allowed to require the submission

again of any investment information that can be obtained by interdepartmental information sharing. For foreign investment enterprises investing in China and establishing an enterprise (including multi–level investment), upon completion of registration filing and submission of annual report information to the market regulatory authorities, the relevant information shall be forwarded by the market regulatory authorities to the commerce administrative authorities, and these enterprises are not required to submit separately.

## LAWS AND REGULATIONS ON FOREIGN EXCHANGE

The Administrative Regulations on Foreign Exchange (《中華人民共和國外匯管理條例(2008修訂)》) was promulgated by the State Council in January 1996 and last amended and effective in August 2008. Under these regulations, Renminbi is freely convertible for payments of current account items, such as distribution of dividends, interest payments, and trade and service–related foreign exchange transactions, and such payments can be made in foreign currencies without prior approval by the SAFE. In contrast, approval by or registration with appropriate government authorities is required where Renminbi is converted into a foreign currency and remitted out of China to pay capital account items, such as direct investments, repayment of foreign currency–denominated loans, repatriation of investments, and investments in securities outside of China.

Pursuant to the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment (《國家外匯管理局關於進一步改進和調整直接投資外匯管理政策的通知》) promulgated by the SAFE on November 19, 2012, effective on December 17, 2012, and last amended on December 30, 2019, the opening of various special purpose foreign exchange accounts, such as pre–establishment expenses accounts, foreign exchange capital accounts and guarantee accounts, the reinvestment of Renminbi proceeds by foreign investors in China, and remittance of foreign exchange profits and dividends by a foreign–invested enterprise to its foreign shareholders no longer require the approval or verification of the SAFE, and multiple capital accounts for the same entity may be opened in different provinces.

In 2013, the SAFE promulgated the Circular on Promulgation of the Provisions on Foreign Exchange Control on Direct Investments in China by Foreign Investors and Supporting Documents (《國家外匯管理局關於印發<外國投資者境內直接投資外匯管理規定>及配套文件的通知》), which was last amended on December 30, 2019, which specified that the administration by the SAFE or its local branches on direct investment by foreign investors in China must be conducted by way of registration and banks must process foreign exchange business relating to direct investment in China based on the registration information provided by the SAFE and its local branches.

On July 4, 2014, the Circular of the SAFE on Foreign Exchange Administration of Overseas Investments and Financing and Round–Trip Investments by Domestic Residents via Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) came into effect. Pursuant to such circular, domestic residents shall apply to the SAFE to register foreign exchange for overseas investments before

contributing money to special purpose vehicles using legitimate domestic and overseas assets or rights and interests. In the event of any alteration in the basic information, such as shareholders, name and operating duration of the individual domestic residents, or key information, such as increases or decreases in capital, or equity transfers, swaps, consolidations, or splits, the registered overseas special purpose vehicles shall timely submit a change in the registration of the foreign exchange for overseas investments with the foreign exchange bureaus.

Pursuant to the Circular of the SAFE on Further Simplifying and Improving Policies for Foreign Exchange Administration for Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》), which was promulgated on February 13, 2015 and became effective on June 1, 2015, two administrative approval items, foreign exchange registration approval under domestic direct investment and foreign exchange registration approval under overseas direct investment, have been canceled. According to these new requirements, the banks will directly verify and handle the registration of foreign exchange under domestic and overseas direct investment, while the SAFE and its branches shall conduct through banks indirect regulation over registration of foreign exchange for direct investment.

The SAFE promulgated the Notice of the SAFE on Reforming the Administration of Foreign Exchange Settlement of Capital of Foreign–Invested Enterprises (《國家外匯管理局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") on March 30, 2015, which was last amended and effective on March 23, 2023. Pursuant to the SAFE Circular 19, foreign–invested enterprises are allowed, within the scope of business, to settle their foreign exchange capital in their capital accounts, for which the relevant foreign exchange authority has confirmed monetary capital contribution rights and interests (or for which the bank has registered the injection of the monetary capital contribution into the accounts), on a discretionary basis according to the actual needs of their business operations. The SAFE promulgated the Notice of the SAFE on Reforming and Standardizing the Foreign Exchange Settlement Management Policy of Capital Account (《國家外匯管理局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 took effect in June 2016. The SAFE Circular 19 and the SAFE Circular 16 prohibit foreign–invested enterprises from using Renminbi converted from their foreign exchange capital for expenditures beyond their business scopes, providing entrusted loans, or repaying loans between non–financial enterprises.

On January 26, 2017, the SAFE promulgated the Circular on Further Improving Reform of Foreign Exchange Administration and Optimizing Genuineness and Compliance Verification (《國家外匯管理局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 stipulates several capital control measures with respect to the outbound remittance of profit from PRC domestic entities to offshore entities, including the following: (i) under the genuine transaction principle, banks must check board resolutions regarding profit distribution, the original tax filing records, and the audited financial statements; and (ii) PRC domestic entities must hold income to account for prior years' losses before remitting the profits. Furthermore, according to the circular, PRC domestic entities must make detailed explanations of the sources of capital and utilization arrangements, and provide board resolutions, contracts, and other proof when completing the registration procedures in connection with an outbound investment.

Pursuant to the Circular of the SAFE on Further Promoting Cross–border Trade and Investment Facilitation (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》) (the "SAFE Circular 28"), which was promulgated and became effective on October 23, 2019, where a non–investment–oriented foreign investor makes equity investment in China through transfer of capital in original currency, the invested shall register for acceptance of domestic reinvestments as required and open a foreign exchange capital account to receive the transferred money, with no need to register for the recognition of contribution in cash; where a non–investment–oriented foreign investor makes equity investment in China with the money from the settlement of foreign exchange capital, the invested shall register for acceptance of domestic reinvestments as required and open an account pending payment after foreign exchange settlement under the capital account to receive the money.

## LAWS AND REGULATIONS ON FOREIGN DEBTS

A loan made by foreign investors as shareholders in a foreign–invested enterprise is considered to be foreign debt in mainland China and is regulated by various laws and regulations, including the Foreign Exchange Administrative Regulation (《中華人民共和國外匯管理條例(2008修訂)》), the Interim Provisions on the Management of Foreign Debts (《外債管理暫行辦法》) took effect on March 1, 2003, and was last amended on September 1, 2022 and the Administrative Measures for Registration of Foreign Debts (《外債登記管理辦法》) promulgated by SAFE on April 28, 2013 and amended by the Notice of the SAFE on Abolishing and Amending the Normative Documents Related to the Reform of the Registered Capital Registration System (《國家外匯管理局關於廢止和修改涉及註冊資本登記制度改革相關規範性文件的通知》) on May 4, 2015. Under these rules, a shareholder loan in the form of foreign debt made to a Chinese entity does not require the prior approval of SAFE. However, such foreign debt must be registered with and recorded by local banks. The SAFE Circular 28 provides that a non–financial enterprise in the pilot areas may register a permitted amount of foreign debts, which is as twice of the non–financial enterprise's net assets, at the local foreign exchange bureau. Such non–financial enterprise may borrow foreign debts within the permitted amount and directly handle the relevant procedures in banks without registration of each foreign debt. However, the non–financial enterprise shall report its international income and expenditure regularly.

## LAWS AND REGULATIONS ON OUTBOUND DIRECT INVESTMENT

On December 26, 2017, the NDRC promulgated the Administrative Measures for the Outbound Investment of Enterprises (《企業境外投資管理辦法》) (the "NDRC Order No. 11"), which took effect on March 1, 2018. According to NDRC Order No. 11, non–sensitive overseas investment projects are required to make record filings with the local branch of the NDRC. On September 6, 2014, MOFCOM promulgated the Administrative Measures on Overseas Investments (《境外投資管理辦法(2014)》), which took effect on October 6, 2014. According to such regulations, overseas investments of mainland China enterprises that involve non–sensitive countries and regions and non–sensitive industries must make record filings with a local branch of MOFCOM. The Notice of the SAFE on Further Improving and Adjusting Foreign Exchange Administration Policies for Direct Investment (《國家外匯管理局

關於進一步改進和調整直接投資外匯管理政策的通知》) was issued by SAFE on November 19, 2012 and amended on May 4, 2015, October 10, 2018 and December 30, 2019 respectively, under which mainland China enterprises must register for overseas direct investment with local banks. The shareholders or beneficial owners who are mainland China entities are required to be in compliance with the related overseas investment regulations. If they fail to complete the filings or registrations required by overseas direct investment regulations, the relevant authority may order them to suspend or cease the implementation of such investment and make corrections within a specified time.

## LAWS AND REGULATIONS ON INFORMATION SECURITY AND DATA PRIVACY

On May 28, 2020, the National People's Congress of the PRC approved the Civil Code of the PRC (《中華人民共和國民法典》) (the "Civil Code"), which has come into effect on January 1, 2021. Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual that need to obtain personal information of others shall obtain such information legally and ensure the security of such information, and shall not illegally collect, use, process or transmit personal information of others, or illegally purchase, sell, provide or make public personal information of others.

On November 7, 2016, the Standing Committee of National People's Congress (the "SCNPC") promulgated the Cyber Security Law (《中華人民共和國網絡安全法》), which became effective on June 1, 2017. The Cyber Security Law requires network operators to perform certain functions related to cybersecurity protection and strengthen the network information management. For instance, under the Cyber Security Law, when collecting and using personal information, in accordance with the Cyber Security Law, network operator shall abide by the "lawful, justifiable and necessary" principles. Network operator shall collect and use personal information by announcing rules for collection and use, expressly notify the purpose, methods and scope of such collection and use, and obtain the consent of the person whose personal information is to be collected. Network operator shall not disclose, tamper with or destroy personal information that it has collected, or disclose such information to others without prior consent of the person whose personal information has been collected, unless such information has been processed to prevent specific person from being identified and such information from being restored.

On June 10, 2021, the SCNPC promulgated the Data Security Law of PRC (《中華人民共和國數據安全法》), which became effective on September 1, 2021. It stipulates that each organization or individual collecting data shall adopt legal and proper methods, and shall not steal or obtain data by other illegal methods, and the data processing activities shall comply with laws and regulations, respect social mores and ethics, comply with commercial ethics and professional ethics, be honest and trustworthy, perform obligations to protect data security, and undertake social responsibility. Besides, it is necessary to establish and improve a whole–process data security management system in accordance with the provisions of laws and regulations, organize and carry out data security education and training, and adopt

corresponding technical measures and other necessary measures to ensure data security. The use of the Internet and other information networks to carry out data processing activities shall perform the above–mentioned data security protection obligations on the basis of the network security level protection system.

On August 20, 2021, the SCNPC issued the PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》) (the "PIPL"), which integrates the scattered rules with respect to personal information rights and privacy protection. The PIPL aims at protecting the personal information rights and interests, regulating the processing of personal information, ensuring the orderly and free flow of personal information in accordance with the law, and promoting the reasonable use of personal information. Personal information, as defined in the PIPL, refers to information related to identified or identifiable natural persons and recorded by electronic or other means, but excluding the anonymized information. The PIPL provides the circumstances under which a personal information processor could process personal information, which include but not limited to, where the consent of the individual concerned is obtained and where it is necessary for the conclusion or performance of a contract to which the individual is a contractual party. It also stipulates certain specific rules with respect to the obligations of a personal information processor, such as to inform the purpose and method of processing to the individuals, and the obligation of the third party who has access to the personal information by way of co–processing or delegation.

On September 15, 2021, the MIIT issued the Notice of the MIIT on Strengthening the Cybersecurity and Data Security of the Internet of Vehicles (《工業和信息化部關於加強車聯網網絡安全和數據安全工作的通知》), according to which, all intelligent networked automobile manufacturer and Internet of vehicles service platform operators shall establish a network security and data security management system, strengthen the security protection, monitor and prevent network security risks and threats, strengthen the security protection capacity of network facilities and network systems of the Internet of vehicles, ensure the communication security of the Internet of vehicles, carry out the security monitoring and early warning of the Internet of vehicles, and do a good job in the security emergency disposal of the Internet of vehicles, do a good job in the classification and filing of Internet of vehicles network security protection, and more.

To regulate automobile data processing activities, Several Provisions on the Management of Automobile Data Security (for Trial Implementation) (《汽車數據安全管理若干規定(試行)》) was issued on August 16, 2021 and became effective on October 1, 2021. Pursuant to the foregoing provisions, "automobile data" includes personal information data and important data involved in the process of automobile design, production, sales, use, operation and maintenance, among others. Automobile data processors that conduct important data processing activities shall conduct risk assessments and submit risk assessment reports to the cyberspace administrations and relevant departments of the provinces, autonomous regions, and municipalities directly under the central government. And important data shall be legally

stored within the territory of the PRC; where it is truly necessary to provide such data to an overseas recipient for business needs, the security assessment organized by the national cyberspace administration in conjunction with the relevant departments of the State Council shall be passed.

On October 8, 2021, the National Information Security Standardization Technical Committee published Security Guidelines for Processing Vehicle Collected Data (《汽車採集數據處理安全指南》). This Guidelines specifies the safety requirements for processing activities such as transmission, storage and exit of vehicle collected data.

On November 14, 2021, the Cyberspace Administration of China (the "CAC") promulgated the Network Data Security Management Regulations (the "Draft Regulations") (《網絡數據安全管理條例(徵求意見稿)》), which further expands the scope of the application for security review, establishes the data classification and protection system, and defines the relevant rules for cross–border data management. The Draft Regulations provide that data processors conducting the following activities shall apply for cybersecurity review: (i) merger, reorganization or spin–off of Internet platform operators that have acquired a large number of data resources related to national security, economic development or public interests affects or may affect national security; (ii) listing abroad of data processors processing over one million users' personal information; (iii) listing in Hong Kong which affects or may affect national security; (iv) other data processing activities that affect or may affect national security. As of the Latest Practicable Date, the Draft Regulations had not been formally enacted or taken effect. On December 28, 2021, the CAC, together with other relevant administrative departments, jointly promulgated the Cybersecurity Review Measures (《網絡安全審查辦法》) which took effect on February 15, 2022. According to the Cybersecurity Review Measures, an internet platform operator who possesses personal information of more than one million users shall apply for a cybersecurity review before listing abroad (國外上市), and the relevant governmental authorities may initiate a cybersecurity review if they consider relevant network products or services or data processing activities may affect national security. As advised by our PRC Legal Adviser, the term of "listing abroad" under the Cybersecurity Review Measures does not apply to listing in Hong Kong, and thus we are not required to proactively submit an application for cybersecurity review for our Listing in Hong Kong. As of the Latest Practicable Date, we had not been notified of being classified as a critical information infrastructure operator ("CIIO"), we had not received any notice, warning from any PRC government authorities, and have not been subject to any investigation, sanctions or penalties made by any PRC government authorities regarding national security risks caused by our business operations or the Listing. Given that the interpretation of activities that "affect or may affect national security" under the current PRC laws and regulations requires further clarification from the competent authorities, and the identification of CIIO and the scope of network products or services and data processing activities that affect or may affect national security are subject to further clarification and interpretation by the competent authorities, we cannot guarantee whether we will be subject to the cybersecurity review or if new rules or regulations promulgated in the future will impose additional compliance requirements on us.

Furthermore, on July 7, 2022, the CAC promulgated the Measures on Security Assessment of Cross–border Data Transfer (《數據出境安全評估辦法》), which became effective on September 1, 2022. Such data export measures requires that any data processor which processes or exports personal information exceeding certain volume threshold under such measures shall apply for security assessment by the CAC before transferring any personal information abroad. The security assessment requirement also applies to any transfer of important data outside of China. Furthermore, on August 31, 2022, the CAC promulgated the Guidelines for filing the Outbound Data Transfer Security Assessment (Version 1) (《數據出境安全評估申報指南(第一版)》), which provides that acts of outbound data transfer include (i) overseas transmission and storage by data processors of data generated during mainland China domestic operations; (ii) the access to, use, download or export of the data collected and generated by data processors and stored in mainland China by overseas institutions, organizations or individuals; and (iii) other acts as specified by the CAC.

On March 22, 2024, the CAC issued Provisions on Facilitating and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》). In accordance with these provisions, data handlers who provide data abroad, and meet any of the following conditions, are required to declare the security assessment of cross-border data transfer to the national cyberspace administration authority through the provincial-level cyberspace administration authority where the data handlers are located: (i) critical information infrastructure operators providing personal information or important data abroad; (ii) data handlers other than critical information infrastructure operator providing important data abroad or cumulatively providing abroad personal information (without any sensitive personal information) of more than one million individuals, or sensitive personal information of more than 10,000 individuals since January 1 of the current year.

As of the Latest Practicable Date, our PRC Legal Adviser does not foresee any national security risk and/or cross-border data transfer risks raised by the Group's business operations and/or our proposed listing in Hong Kong, on the basis that: (i) we have taken necessary organizational management and technical measures, fulfilled our main legal obligations under the data security-related regulations, and will continue to adopt relevant improvement measures to constantly ensure the state of effective protection and lawful utilization of data by us; (ii) we had not received any notice or warning from any PRC government authorities, and have not been subject to any investigation, sanctions or penalties made by any PRC government authorities regarding national security risks caused by our business operations or the Listing; (iii) during the Track Record Period and up to the Latest Practicable Date, as set forth in the Measures on Security Assessment of Cross-border Data Transfer and the Provisions on Facilitating and Regulating Cross-border Data Flows above, we are not involved in any obligations to perform cross-border data transfer security assessments.

As of the Latest Practicable Date, our PRC Legal Adviser is of the view that, the Cybersecurity Review Measures, the draft Network Data Security Management Regulations (if implemented in its current form), and the Measures on Security Assessment of Cross-border Data Transfer, will not have material adverse effects on our business operations or the Listing, based on the facts that, during the Track Record Period and as of the Latest Practicable Date,

(i) we had not been notified of being classified as a CIIO, and had not received any inquiry, notice, warning, or sanction regarding cybersecurity review; (ii) the term "*listing abroad*" under the Cybersecurity Review Measures does not apply to listing in Hong Kong, hence we are not subjected to initiating a submission for cybersecurity review or conducting other additional mandatory obligations for our proposed listing in Hong Kong in accordance with the Cybersecurity Review Measures; (iii) the main regulatory requirements under the Draft Cyber Data Security Regulations have already been provided in existing PRC laws and regulations on cybersecurity and data security, which we have complied with in all material aspects as of the Latest Practicable Date, with the remaining newly proposed rules under the Draft Data Security Regulations mostly being procedural and administrational requirements, such as filing records and submitting reports to relevant authorities under certain stipulated circumstances, which would not constitute a substantial obstacle for us to comply with; and (iv) during the Track Record Period and up to the Latest Practicable Date, we were not obligated to conduct any cross-border data transfer security assessments or to obtain any additional governmental approval provided by the Measures on Security Assessment of Cross-border Data Transfer and the Provisions on Facilitating and Regulating Cross-border Data Flows.

On December 8, 2022, the MIIT promulgated the Notice on Promulgation of the Administrative Measures on Data Security in the Field of Industry and Information Technology (for Trial Implementation) (《工業和信息化部關於印發<工業和信息化領域數據安全管理辦法(試行)>的通知》). Pursuant to the foregoing notice, the data handlers in the field of industry and information technology shall regularly sort out data, identify important data and core data in accordance with the relevant standards and specifications, and form the specific catalogs for their respective entities.

## LAWS AND REGULATIONS ON ENVIRONMENTAL PROTECTION

### Regulations on Environment Protection

The Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), (last amended on April 24, 2014 and became effective on January 1, 2015), outlines the authorities and duties of various environmental protection regulatory agencies. The Ministry of Environmental Protection is authorized to issue national standards for environmental quality and emissions, and to monitor the environmental protection scheme of the PRC. Meanwhile, local environment protection authorities may formulate local standards which are more rigorous than the national standards, in which case, the concerned enterprises must comply with both the national standards and the local standards.

According to the Administrative Regulations on the Environmental Protection of Construction Project (《建設項目環境保護管理條例》) (the "Construction Environmental Protection Rule"), promulgated by the State Council on November 29, 1998 and amended on July 16, 2017, and other relevant environmental laws and regulations, enterprises which plan to construct projects shall provide the assessment reports, assessment form, or registration form on the environmental impact of such projects with relevant environmental protection administrative authority for approval or filing. Enterprises may entrust a technical entity to

conduct an environmental impact assessment of its construction projects and prepare environmental impact reports and environmental impact statements on construction projects. If a construction entity has the technical capability of environmental impact assessment, it may carry out the above activities itself.

According to the Environmental Impact Assessment Law of the PRC (《中華人民共和國環境影響評價法》), promulgated by the SCNPC on October 28, 2002 and amended on July 2, 2016 and December 29, 2018 respectively, for any construction projects that have an impact on the environment, an entity is required to produce either a report, or a statement, or a registration form of such environmental impacts depending on the seriousness of effect that may be exerted on the environment.

**Regulations on Fire Safety**

The Fire Prevention Law of the PRC (《中華人民共和國消防法》) (the "Fire Prevention Law") was adopted on April 29, 1998 and last amended and took effect on April 29, 2021. According to the Fire Prevention Law, for special construction projects stipulated by the housing and urban–rural development authority of the State Council, the developer shall submit the fire safety design documents to the housing and urban–rural development authority for examination, while for construction projects other than those stipulated as special development projects, the developer shall, at the time of applying for the construction permit or approval for work commencement report, provide the fire safety design drawings and technical materials which satisfy the construction needs. According to Interim Regulations on Administration of Examination and Acceptance of Fire Control Design of Construction Projects (《建設工程消防設計審查驗收管理暫行規定》), which was promulgated by the MOHURD on April 1, 2020 and came into effect on June 1, 2020 and last amended on August 21, 2023, and came into effect on October 30, 2023, an examination system for fire prevention design and acceptance only applies to special construction projects, and for other projects, a record–filing and spot check system would be applied.

In addition, the Fire Prevention Law requires that before any public venues that allows the gathering of people are put into business operation, as required according to applicable requirements, the developer or the users shall apply to competent authorities to conduct a fire safety inspection of the premises to obtain the Fire Safety Inspection Certificates.

**LAWS AND REGULATIONS ON CONSTRUCTION PROJECTS**

Pursuant to the PRC Urban and Rural Planning Law (《中華人民共和國城鄉規劃法》) promulgated by the SCNPC on October 28, 2007 and amended on April 24, 2015 and April 23, 2019, a construction work planning permit must be obtained from the competent urban and rural planning government authority for the construction of any structure, fixture, road, pipeline, or other engineering project within an urban or rural planning area. After obtaining a construction work planning permit, subject to certain exceptions, a construction enterprise must apply for a construction work commencement permit from the construction authority

under the local people's government at the county level or above pursuant to the Administrative Provisions on Construction Permit of Construction Projects (《建築工程施工許可管理辦法》) promulgated by the MOHURD on March 30, 2021.

Pursuant to the Administrative Measures for Reporting Details Regarding Acceptance Examination upon Completion of Buildings and Municipal Infrastructure (《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》) promulgated by the Ministry of Construction on April 7, 2000 and amended on October 19, 2009, and the Provisions on Acceptance Examination upon Completion of Buildings and Municipal Infrastructure promulgated and implemented by the MOHURD (《房屋建築和市政基礎設施工程竣工驗收規定》) on December 2, 2013, upon the completion of a construction project, the construction enterprise must submit an application to the competent government department at or above county level where the project is located for examination upon completion of building and for filing purpose, and to obtain the filing form for acceptance and examination upon completion of construction project.

## LAWS AND REGULATIONS ON TAX

### Enterprise Income Tax

According to the Corporate Income Tax Law of the PRC (《中華人民共和國企業所得税法》) (the "Corporate Income Tax Law") (last amended and became effective on December 29, 2018), and the Implementation Regulations for the Corporate Income Tax Law of the PRC (《中華人民共和國企業所得税法實施條例》) (the "Implementation Regulations for the Corporate Income Tax Law") (last amended and became effective on April 23, 2019), all the domestic enterprises in China (including foreign–invested enterprises) shall be subject to enterprise income tax at the uniform tax rate of 25%, except for the high–tech enterprises provided by the state, which will be subject to enterprise income tax at the reduced rate of 15%, or the qualified small low–profit enterprises, which will enjoy the reduced enterprise income tax rate of 20%.

### Value–added Tax

Pursuant to the Provisional Regulations on Value–added Tax of the PRC (《中華人民共和國增值税暫行條例》) (last amended and became effective on November 19, 2017) and the Detailed Rules for the Implementation of the Interim Regulation of the PRC on Value Added Tax (2011 Revision) (《中華人民共和國增值税暫行條例實施細則(2011修訂)》), which was promulgated on December 25, 1993, amended on October 28, 2011 and became effective on November 1, 2011, all entities or individuals in the PRC engaging in the sale of goods, provision of processing services, repairs and replacement services and the importation of goods are required to pay value–added tax (the "VAT"). VAT payable is calculated as "output VAT" minus "input VAT". The rate of VAT is usually 17%, and in certain limited circumstances is 11% or 6%, subject to the situation involved.

In accordance with Notice of the Ministry of Finance and the SAT on the Adjustment to VAT Rates (《財政部、税務總局關於調整增值税税率的通知》), which became effective on May 1, 2018, the deduction rates of 17% or 11% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 16% or 10%.

According to Announcement on Policies for Deepening the VAT Reform (《財政部、税務總局、海關總署關於深化增值税改革有關政策的公告》) (Announcement No. 39 of 2019 of the Ministry of Finance, the SAT and the General Administration of Customs, became effective on April 1, 2019), for general VAT payers' sales activities or imports that are subject to VAT at an existing applicable rate of 16% or 10%, the applicable VAT rate is adjusted to 13% or 9% respectively.

**Dividend Withholding Tax**

Enterprise Income Tax Law (《中華人民共和國企業所得税法》) and the relevant implementing regulations provide that an income tax rate of 10% will normally be applicable to dividends declared to non–PRC resident investors which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends are derived from sources within the PRC.

Pursuant to an Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Incomes (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) (the "Double Tax Avoidance Arrangement"), and other applicable PRC laws, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have satisfied the relevant conditions and requirements under such Double Tax Avoidance Arrangement and other applicable laws, the 10% withholding tax on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5%. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties (《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》), or SAT Circular 81, issued on February 20, 2009 by the SAT, if the relevant PRC tax authorities determine, in their discretions, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax–driven, such PRC tax authorities may adjust the preferential tax treatment. According to the Circular on Several Questions regarding the "Beneficial Owner" in Tax Treaties (《國家税務總局關於税收協定中"受益所有人"有關問題的公告》), which was issued on February 3, 2018 by the SAT and effective on April 1, 2018, when determining the applicant's status of the "beneficial owner" regarding tax treatments in connection with dividends, interests or royalties in the tax treaties, several factors apply, including without limitation: (i) whether the applicant is obligated to pay more than 50% of his or her income in twelve months to residents in third country or region, (ii) whether the business operated by the applicant constitutes the actual business activities, and (iii) whether the counterparty country or region to the tax treaties levies any tax or grant tax exemption on relevant incomes or levies tax at an extremely low rate, will be taken into account, and it will be analyzed according to the actual circumstances of the specific cases. This circular further

provides that relevant information proving the status of "beneficial owner" shall be retained in the case of entitlement to dividends, interest and treaty benefits of royalty clause according to the Administrative Measures for Entitlement to Treaty Benefits for Non–resident Taxpayers (《國家税務總局關於發佈<非居民納税人享受協定待遇管理辦法>的公告》), which was promulgated by the SAT on October 14, 2019 and became effective on January 1, 2020.

## LAWS AND REGULATIONS ON IMPORT AND EXPORT OF GOODS

Pursuant to the Regulations of the PRC on the Administration of Import and Export of Goods (《中華人民共和國貨物進出口管理條例》) promulgated by the State Council on December 10, 2001 which came into effect on January 1, 2002 and last amended on March 10, 2024, and came into effect on May 1, 2024, the import and export of goods are generally allowed by the mainland China government, but the prohibitions or restrictions explicitly stipulated in the laws or administrative regulations shall still be complied with during the conduct of import and export of goods by individuals or entities. According to the Foreign Trade Law of the PRC (《中華人民共和國對外貿易法》) promulgated by the SCNPC, on May 12, 1994, which came into effect on July 1, 1994 and lately amended with immediate effect on December 30, 2022, unless otherwise provided by laws and regulations, the mainland China government allows free export and import of goods and technologies, and protects the intellectual property rights associated with international trade. The authorities have canceled the requirements to file records and register formalities for foreign trade operators engaging in the import or export of goods or technology with the MOFCOM or the agency entrusted from December 30, 2022.

## LAWS AND REGULATIONS ON EMPLOYMENT AND SOCIAL WELFARE

### Labor Law and Labor Contracts

Pursuant to the PRC Labor Law (《中華人民共和國勞動法》) (last amended and became effective on December 29, 2018), the PRC Labor Contract Law (《中華人民共和國勞動合同法》) (last amended on December 28, 2012 and became effective on July 1, 2013) and the Implementation Regulations for the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) (promulgated and became effective on September 18, 2008), an employer unit shall establish and improve its rules and regulations in accordance with the law in order to ensure that workers enjoy labor rights and perform labor obligations. A written labor contract is required when an employment relationship is established between an employer and an employee. A labor contract shall include the following clauses: term of labor contract; working hours and rest periods and off days; labor remuneration; social security; labor protection, working conditions and occupational hazard prevention and protection; and any other matters to be included in a labor contract as stipulated by the laws and regulations.

**Social Insurance**

According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) (last amended and became effective on December 29, 2018), the Provisional Regulations for the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) (last amended and became effective on March 24, 2019), the Unemployment Insurance Regulations (《失業保險條例》) effective in 1999 and the Regulations on Work–related Injury Insurance (《工傷保險條例》) (last amended on December 20, 2010 and became effective on January 1, 2011), the state shall establish social security systems such as basic pension insurance, basic medical insurance, work injury insurance, unemployment insurance, family planning insurance, and more, to protect the rights of citizens for obtaining material assistance from the state and the society pursuant to the law in the circumstances of old age, illness, work injury, unemployment, family planning, and more. Employers must pay a number of social security funds for their employees, including basic endowment insurance, medical insurance, work injury insurance, unemployment insurance, family planning insurance. Employers which failed to complete social security registration shall be ordered by the social security administrative authorities to make correction within a stipulated period; where correction is not made within the stipulated period, the employer shall be subject to a fine ranging from one to three times the amount of the social security premiums payable, and the person(s)–in–charge who is/are directly accountable and other directly accountable personnel shall be subject to a fine ranging from RMB500 to RMB3,000.

**Housing Provident Fund**

Pursuant to Regulations on Management of Housing Provident Fund (《住房公積金管理條例》) (last amended and became effective on March 24, 2019), an employer shall go to the housing provident fund management center to undertake registration of payment and deposit of the housing provident fund and, upon verification by the housing provident fund management center, go to a commissioned bank to go through the formalities of opening housing provident fund accounts on behalf of its employees.

Where, in violation of the provisions of the Regulations, an employer fails to undertake payment and deposit registration of housing provident fund or fails to go through the formalities of opening housing provident fund accounts for its employees, the housing provident fund management center shall order it to go through the formalities within a prescribed time limit; where failing to do so at the expiration of the time limit, a fine of not less than RMB10,000 nor more than RMB50,000 shall be imposed.

**Work Safety**

Under relevant construction safety laws and regulations, including the PRC Work Safety Law (《中華人民共和國安全生產法》), which was promulgated by the SCNPC on June 29, 2002, amended on August 27, 2009, August 31, 2014, June 10, 2021 and became effective on September 1, 2021, producers and business operators shall establish, improve and implement the responsibility system for work safety of all employees of the entity, and strengthen the development of standards for work safety, increase the input and guarantee of funds, materials, technologies, and personnel in terms of work safety, improve the conditions for work safety. Producers and business operators shall provide their employees with education and training on work safety to ensure that the employees acquire the necessary knowledge about work safety, are familiar with the relevant rules for work safety and safe operating procedures, master the safety operating skills for the posts, understand the emergency handling measures for accidents and are aware of their rights and obligations in respect of work safety. No employee who fails to pass the examination after receiving education and training on work safety may be assigned to posts.

## LAWS AND REGULATIONS ON STOCK INCENTIVE PLANS

In February 2012, the SAFE promulgated the Notice on Foreign Exchange Administration of PRC Residents Participating in Stock Incentive Plans of Offshore Listed Companies (《國家外匯管理局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》), replacing the previous rules issued by the SAFE in March 2007. Under this notice and other relevant rules, PRC residents who participate in a stock incentive plan in an overseas listed company are required to register with the SAFE or its local branches and complete certain other procedures, subject to certain exceptions.

Participants of a stock incentive plan who are PRC residents must retain a qualified PRC agent, which could be a PRC subsidiary of the overseas listed company or another qualified entity selected by the PRC subsidiary, to conduct the SAFE registration and other procedures with respect to the stock incentive plan on behalf of its participants. The participants must also retain an overseas entrusted institution to handle matters in connection with their exercise of stock options, the purchase and sale of corresponding stocks or interests, and fund transfers. In addition, the PRC agent is required to amend the SAFE registration with respect to the stock incentive plan if there is any material change to the stock incentive plan, the PRC agent, or the overseas entrusted institution or other material changes. The PRC agents must, on behalf of the PRC residents who have the right to exercise the employee share options, apply to the SAFE or its local branches 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 the PRC residents from the sale of shares under the stock incentive plans granted and dividends distributed by the overseas listed companies must be remitted into the bank accounts in China opened by the PRC agent before distribution to such PRC residents. In addition, the SAFE Circular 37 provides that PRC residents who participate in a stock incentive plan of an overseas unlisted special purpose company may register with the SAFE or its local branches before exercising rights.

## LAWS AND REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

### Copyright

Pursuant to the Copyright Law of the PRC (《中華人民共和國著作權法》), promulgated on September 7, 1990, last amended on November 11, 2020 and became effective on June 1, 2021, works of PRC citizens, legal persons or other organizations shall, regardless of whether they have been published be entitled to the copyright pursuant to this law. The rights a copyright owner has included but not limited to the following rights of the person and property rights: the right of publication, right of authorship, right of modification, right of integrity, right of reproduction, distribution right, rental right, right of information network dissemination, translation right and right of compilation. Under the Copyright Law, the term of protection for copyrighted software is 50 years.

The Regulation on the Protection of the Right to Communicate Works to the Public over Information Networks (《信息網絡傳播權保護條例》), which was last amended on January 30, 2013 and became effective on March 1, 2013, provides specific rules on fair use, statutory license, and a safe harbor for use of copyrights and copyright management technology and specifies the liabilities of various entities for violations, including copyright holders, libraries and Internet service providers.

### Trademarks

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》), promulgated on August 23, 1982, last amended on April 23, 2019 and became effective on November 1, 2019, and the Regulation on Implementation of 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, amended on April 29, 2014 and became effective on May 1, 2014, any trademark which is registered with the approval of the Trademark Office is a registered trademark, including commodity trademark, service trademark, collective trademark, certification trademark, and the trademark registrant has the exclusive right to use a registered trademark and such right is protected by law. A registered trademark is valid for a period of ten years commencing from the date on which the registration is approved. Use of a trademark that is identical with or similar to a registered trademark, for the same kind of or similar commodities, without authorization of the trademark registrant, constitutes infringement of the exclusive right to use a registered trademark.

### Patents

Pursuant to the Patent Law of the PRC (《中華人民共和國專利法》) (the "Patent Law"), promulgated on March 12, 1984, last amended on October 17, 2020 and became effective on June 1, 2021, and the Rules for the Implementation of Patent Law of the PRC (《中華人民共和國專利法實施細則》), last amended on December 11, 2023 and became effective on January 20, 2024, after the grant of the patent right for inventions and utility models, except otherwise regulated under the Patent Law, no entity or individual may, without the authorization of the patent owner, exploit such patent, that is no manufacture, use, offer to sell,

sell or import the patented product, or use the patented process and use, offer to sell, sell or import products directly obtained from such patented process, for production or business purpose. After the patent right is granted for a design, no unit or individual shall, without the authorization of the patent owner, exploit such patent, that is to manufacture, offer to sell, sell, or import any product containing such patented design for production or business purposes. Where infringement has been established, the infringer shall, in accordance with the relevant regulations, be ordered to cease the infringement activities, take corrective actions, and compensate for losses.

**Domain Names**

Pursuant to the Measures for the Administration of Internet Domain Names (《互聯網域名管理辦法》) promulgated by the MIIT on August 24, 2017 and became effective on November 1, 2017, domain name registrations are handled through domain name service agencies established under relevant regulations, and the applicant becomes a domain name holder upon successful registration.

Pursuant to the Notice from the MIIT on Regulating the Use of Domain Names in Internet Information Services (《工業和信息化部關於規範互聯網信息服務使用域名的通知》), promulgated on November 27, 2017 and became effective on January 1, 2018, Internet access service providers shall verify the identity of each Internet information service provider, and shall not provide services to any Internet information service provider who fails to provide real identity information.

**Trade Secret**

According to the PRC Anti–Unfair Competition Law (《中華人民共和國反不正當競爭法》), promulgated by the SCNPC in September 1993, as amended on November 4, 2017 and April 23, 2019 respectively, the term "trade secrets" refers to technical and business information that is unknown to the public, has utility, may create business interests or profits for its legal owners or holders, and is maintained as a secret by its legal owners or holders. Under the PRC Anti–Unfair Competition Law, business persons are prohibited from infringing others' trade secrets by: (i) obtaining the trade secrets from the legal owners or holders by any unfair methods such as theft, bribery, fraud, coercion, electronic intrusion, or any other illicit means; (ii) disclosing, using or permitting others to use the trade secrets obtained illegally under item above; (iii) disclosing, using or permitting others to use the trade secrets, in violation of any contractual agreements or any requirements of the legal owners or holders to keep such trade secrets in confidence; or (iv) instigate, induce or assist others to violate confidentiality obligation or to violate a rights holder's requirements on keeping confidentiality of commercial secrets, so as to disclose, use or allow others to use the commercial secrets of the rights holder. If a third party knows or should have known of the above–mentioned illegal conduct but nevertheless obtains, uses or discloses trade secrets of others, the third party may be deemed to have committed a misappropriation of the others' trade secrets. The parties whose trade secrets are being misappropriated may petition for administrative corrections, and regulatory authorities may stop any illegal activities and fine infringing parties.

## LAWS AND REGULATIONS ON OVERSEAS LISTING

On July 6, 2021, the Opinions on Lawfully and Strictly Cracking Down Illegal Securities Activities (《關於依法從嚴打擊證券違法活動的意見》) was promulgated, among which, it emphasizes the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China–based companies, and proposed to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China–based overseas–listed companies, and provided that the special provisions of the State Council on overseas offering and listing by those companies limited by shares will be revised and therefore the duties of domestic industry competent authorities and regulatory authorities will be clarified.

The CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "Overseas Listing Trial Measures") and five relevant guidelines on February 17, 2023, which took effect on March 31, 2023. The Overseas Listing Trial Measures comprehensively reformed the regulatory regime for overseas offering and listing of PRC domestic companies' securities, either directly or indirectly, into a filing–based system.

According to the Overseas Listing Trial Measures, the PRC domestic companies that seek to offer and list securities in overseas markets, either in direct or indirect means, are required to fulfill the filing procedure with the CSRC and report relevant information. The Overseas Listing Trial Measures provides that an overseas listing or offering is explicitly prohibited, if any of the following applies: (i) such securities offering or listing is explicitly prohibited by provisions in PRC laws, administrative regulations or relevant state rules; (ii) the proposed securities offering or listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with laws; (iii) the domestic company intending to be listed or offer securities in overseas markets, or its controlling shareholder(s) and the actual controller, have committed crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the domestic company intending to be listed or offer securities in overseas markets is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the domestic company's controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or actual controller.

Where an issuer submits an application for initial public offering to competent overseas regulators, filing application with the CSRC shall be submitted within three business days thereafter. Subsequent securities offering of an issuer in the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within three business days after the offering is completed. Subsequent securities offering and listing of an issuer in other overseas markets shall be filed as initial public offering.

Moreover, upon the occurrence of any of the material events specified below after an issuer has offered and listed securities in an overseas market, the issuer shall submit a report thereof to CSRC within three working days after the occurrence and public disclosure of the event: (i) change of control; (ii) investigations or sanctions imposed by overseas securities regulatory agencies or other relevant competent authorities; (iii) change of listing status or transfer of listing segment; (iv) voluntary or mandatory delisting. Where an issuer's main business undergoes material changes after overseas offering and listing, and is therefore beyond the scope of business stated in the filing documents, such issuer shall submit to the CSRC an ad hoc report and a relevant legal opinion issued by a domestic law firm within 3 working days after occurrence of the changes.

On February 24, 2023, the CSRC and other relevant government authorities promulgated the Provisions on Strengthening the Confidentiality and Archives Administration of Overseas Securities Issuance and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the "Provision on Confidentiality"), which took effect on March 31, 2023. Pursuant to the Provision on Confidentiality, where a domestic enterprise provides or publicly discloses to the relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, or provides or publicly discloses through its overseas listing subjects, documents and materials involving state secrets and working secrets of state organs, it shall report the same to the competent department with the examination and approval authority for approval in accordance with the law, and submit the same to the secrecy administration department of the same level for filing. Domestic enterprises providing accounting archives or copies thereof to entities and individuals concerned such as securities companies, securities service institutions and overseas regulatory authorities shall perform the corresponding procedures pursuant to the relevant provisions of the state.

## LAWS AND REGULATIONS ON RECOGNITION AND ENFORCEMENT OF JUDGEMENTS

On January 29, 2024, the Arrangements for Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Cases between Courts of the Mainland and Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) (the "New Arrangement"), issued by the Supreme People's Court of the PRC, came into effect. The New Arrangement will broaden the scope of judgments that may be enforced between China and Hong Kong under the Arrangement. Whereas a choice of jurisdiction needs to be agreed in writing in the form of an agreement between the parties for the selected jurisdiction to have exclusive jurisdiction over a matter under the Arrangement, the New Arrangement provides that the court where the judgment was sought could apply jurisdiction in accordance with the certain rules without the parties' agreement.

## U.S. EXPORT CONTROL LAWS AND REGULATIONS

The United States maintains a system of export controls restrictions through the Export Administration Regulations (the "EAR"), which are administered by the Bureau of Industry and Security of the U.S. Department of Commerce (the "BIS"). The restrictions imposed under the EAR purport to apply globally, and their application varies depending on various factors, including the nature of the item being exported, re-exported or transferred, the countries and entities involved, and the intended end-uses of the regulated item.

Items that are subject to U.S. export controls under the EAR include:

- All items in the United States;
- All U.S.-origin items, wherever located;
- Each of:
  - (i) Non-U.S.-made commodities that incorporate controlled U.S.-origin commodities or are "bundled" with controlled U.S.-origin software above *de minimis* thresholds;
  - (ii) Non-U.S.-made software that incorporates controlled U.S.-origin software above *de minimis* thresholds; or
  - (iii) Non-U.S.-made technology that is commingled with controlled U.S.-origin technology above *de minimis* thresholds;

    This is referred to as the EAR's "*de minimis* rule"; and
- Certain non-U.S. produced products that are "direct products" of specified technology or software or are produced by plants or major plant components that are themselves direct products of specified technology or software (collectively, the EAR's foreign direct product rules, or "FDPR").

In October 2022, BIS issued an interim final rule (the "BIS October 2022 IFR") aimed at restricting China's ability to obtain advanced computing integrated circuits, develop and maintain supercomputers, and manufacture advanced semiconductors. In October 2023, BIS issued another interim final rule (the "BIS October 2023 IFR") that updated and expanded U.S. export controls imposed by the BIS October 2022 IFR (the BIS October 2022 IFR and the BIS October 2023 IFR collectively, and together with the BIS's April 2024 interim final rule making technical corrections and clarifications to the BIS October 2023 IFR, the "BIS 2022/23 IFRs"). Among other measures, the BIS 2022/23 IFRs add to the Commerce Control List (which is a list of commodities, software, and technologies that are subject to the EAR's more restrictive controls) certain advanced and high-performance computing integrated circuits and computer commodities that contain these integrated circuits, and impose new or expanded

license requirements for items subject to the EAR destined for end-use in the development or production of supercomputers, certain types of advanced node integrated circuits and advanced, or semiconductor manufacturing equipment in, certain jurisdictions, including China.

In addition to the restrictions introduced by the BIS 2022/23 IFRs, BIS maintains lists of persons that are subject to enhanced export control restrictions. One such list, the Entity List, includes a list of foreign persons on which certain trade restrictions are imposed, including business, research institutions, government and private organizations, individuals and other types of legal persons. The United States in recent years has placed an increasing number of entities, including a number of entities in China, on the Entity List and other restricted or prohibited parties lists. Given the sudden and unpredictable nature of these determinations, it is difficult to predict developments in this area and we have no ability to influence such determinations.

As of the Latest Practicable Date, the restrictions imposed by the EAR, including the BIS 2022/23 IFRs, have not negatively impacted our operations or financial performance. Furthermore, for the reasons outlined in the paragraph below (but subject to the factors referenced therein), as of the Latest Practicable Date, our Directors are of the view that the restrictions imposed by the EAR have not and are not expected to impact our business activities or expansions plans.

We have evaluated the application of the EAR to our operations, with support from U.S. export control counsel. We understand, after consultations with U.S. export control counsel and taking into account their view, that because the semiconductors incorporated into our solutions are not produced in or exported from the United States, these semiconductor items would not be subject to U.S. export controls under the EAR when being exported, reexported, or transferred entirely outside the United States, except in limited circumstances that could trigger the EAR's *de minimis* rule or an FDPR:

- EAR's *de minimis* rule: As outlined in more detail above, under the *de minimis* rule, the EAR can apply to non-U.S.-made items that incorporate, are bundled with, or comingled with certain controlled U.S.-origin items above certain *de minimis* thresholds.

- FDPR: Under the FDPR, the EAR can apply to certain non-U.S. origin items that are the "direct product" of certain specified technology or software or produced by plants or major components of plants that are direct products of these specified technology or software.

The semiconductors incorporated into our solutions may fall within certain aspects of both the *de minimis* rule and the FDPR, but the resulting EAR restrictions potentially apply only if our solutions are being sold to Russia, Belarus, or the U.S.-sanctioned jurisdictions of Cuba, Iran, North Korea, Syria, and the Russian-occupied Crimea, Donetsk, and Luhansk regions of Ukraine or for certain prohibited end uses (such as supercomputing) or certain

prohibited end users. Because we do not sell our solutions incorporating our semiconductors to any of these countries or territories or to or for these prohibited end uses or end users, the EAR, including the BIS 2022/23 IFRs, have not negatively impacted our operations or financial performance as of the Latest Practicable Date.

As part of our management of the risks associated with our EAR compliance — specifically, the potential application of the EAR's *de minimis* rule to these non-U.S. produced semiconductors — we consider these rules in the design, manufacture, procurement and sales of these items to try to ensure that more restrictive application of the EAR's *de minimis* rule or the FDPR will not be applicable to any export, reexport, or transfer (in-country) of our solutions incorporating such semiconductors. However, because sanctions and export controls laws and regulations continue to expand and evolve, future sanctions and export controls may materially and adversely affect or target some of our significant suppliers or customers, raw materials or key components or technologies necessary for our operations, including the semiconductors incorporated in our solutions. If any of these risks were to materialize, our business could be adversely affected if we fail to promptly secure alternative sources of supply on terms acceptable to us. See "Risk Factors — Risks related to our business and industry — We are subject to the risks associated with sanctions and export controls laws and regulations, international trade policies, and developing domestic and foreign laws and regulations on smart vehicles and related technologies, and our business, financial condition and results of operations could be adversely affected" for further details.

Based on the reasons set forth above and the due diligence conducted by the Joint Sponsors, nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the Directors' view as set out above in any material respects.

The U.S. government has recently increased regulatory scrutiny on Chinese technology in the U.S. automotive sector, citing national security and economic concerns. For example, on February 29, 2024, the U.S. Department of Commerce commenced a study on the risks that "connected vehicles" could pose to the United States and on March 1, 2024 published an advance notice proposed rulemaking ("ANPRM") that requested comments on issues related to inputs (including software and hardware) from certain countries, including China, to the U.S. information and communications technology and services supply chain for connected vehicles in the United States. Further to the ANPRM, on September 26, 2024, BIS published a proposed rule that would prohibit the importation into the United States of certain hardware related to vehicle connectivity systems ("VCS") from the People's Republic of China or Russia. The proposed rule would also prohibit the importation into or sale within the United States of completed connected vehicles that incorporate certain software related to VCS or automated driving systems and would prohibit manufacturers that are owned by, controlled by, or subject to the jurisdiction of China or Russia from selling in the United States completed connected vehicles that contain such VCS hardware or covered software. The prohibitions on VCS hardware and covered software would apply if such hardware or software is designed, developed, manufactured, or supplied by persons owned by, controlled by, or subject to the jurisdiction of China or Russia. The prohibitions would take effect in stages beginning with

vehicles that are model year 2027, and be implemented completely for vehicle model year 2030. Comments on the proposed rules are due on October 28, 2024, and a final rule is expected to be published after the consideration of those comments. We do not sell our products to customers in the United States or to customers who incorporate them into products for sale to the United States and have no intention to do so.

Given that we did not export our product solutions or sell to customers who integrate these products into vehicles for sale in the United States during the Track Record Period, our Directors are of the view that the impact of the proposed rules prohibiting the importation of certain vehicles into the U.S. is minimal on our operations.

**TARIFF**

On May 14, 2024, the Office of the United State Trade Representative announced a plan to raise the tariff rate applicable to U.S. imports of electric vehicles from China from 25% to 100%, and these higher tariff rates on electric vehicle imports is expected to become effective in 2024. Separately, from August 21, 2024, the European Commission imposed higher tariffs on imports of electric vehicles made in China. These new tariffs, which will apply across the European Union, range from 17.0% to 36.3%, depending on the OEM that produced the vehicle. These new tariffs are applicable to electric vehicles, not the ADAS and AD solutions that we sell; accordingly, these new U.S. and EU tariffs are not applicable to our sales. However, these tariffs may adversely impact the sales of some of our OEM customers in Europe and deter our customers from pursuing sales in the United States, and if their production is reduced due to decreased demand from these markets, they may reduce their purchases of our solutions. Revenue from overseas contributed 2.6%, 1.6%, 1.3% and 0.6% of our total revenue in 2021, 2022 and 2023 and for the six months ended June 30, 2024, respectively. As to the knowledge of the Company, none of our OEM customers exported passenger vehicles with our solutions to the U.S. or the EU during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, we have no plans to expand into the U.S. market. We intend to enhance our international presence through partnering with global OEMs and tier-one suppliers to explore global markets, particularly in Japan, South Korea and Europe. Currently, EU tariffs primarily affect vehicles manufactured in China by Chinese OEMs and subsequently exported to the EU. We are exploring business collaboration opportunities with global OEMs and tier-one suppliers, and if we successfully enter the supply chain of OEMs in Europe who manufacture their products in the EU, we expect the impact of EU tariffs to be limited. Additionally, our Chinese OEM clients may choose to manufacture vehicles locally in the EU, which we believe would also mitigate the negative impact of EU tariffs on our business, if our Chinese OEMs customers export the passenger vehicles equipped with our solutions to Europe going forward. As of the Latest Practicable Date, considering that: (i) none of our OEM customers export vehicles for sale in the United States and only a small number of them with European sales are affected by the new EU tariffs, (ii) according to CIC, the sales volume of the affected OEM customers in Europe is relatively limited compared to their total sales and none of our OEM customers have sales in the United States, and (iii) OEM customers' purchases of our solutions are generally based on their overall demand rather than that for any specific market, our Directors are of the view that these new U.S. and EU tariffs

have not had a material adverse impact on us, and based on currently available information, are unlikely to have a material adverse effect on our future business activities and expansion plans. Based on the reasons set forth above, nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the Directors' view as set out above in any material respects.

As of the Latest Practicable Date, the U.S. tariff rates on passenger vehicles imported from China (excluding electric vehicles) are the standard 2.5%, which is the general dutiable rate applied to non-U.S. manufactured vehicles. While the U.S. tariff rates on China imported electric vehicles is expected to raise from the current 25% to 100% in 2024. As of the Latest Practicable Date, EU tariff rates on passenger vehicles imported from China are 10%, regardless of the specific vehicle type. The 10% rate is the standard import tariff the EU applies to imported automobiles. The new EU tariffs on imports of electric vehicles made in China from July 2024 are imposed in addition to such 10% standard tariff applied to imported vehicles.

## SANCTIONS LAWS AND REGULATIONS

Certain foreign jurisdictions, in particular the United States, the European Union and the United Kingdom, impose economic sanctions against countries and specific entities and individuals as part of their national security policies. These economic sanctions include those implemented by the U.S. Department of the Treasury's Office of Foreign Assets Control, or OFAC sanctions. In particular, in response to Russia's conflict with Ukraine, these jurisdictions have imposed far-reaching sanctions and export controls restrictions on Russia, many Russian entities and individuals, and entities in other countries that do business with Russia. As a result of these sanctions, sales to Russia, other business in Russia, and business with sanctioned entities or individuals are subject to heighted regulatory risks. These measures, as well as other economic and trade sanctions measures maintained by the United States, the European Union, and other jurisdictions, may prohibit or restrict our ability to conduct activities or dealings in or with certain targeted countries and territories or involving certain targeted persons, or otherwise affect our business. Although we take steps to comply with applicable laws and regulations, any failure by us to comply with applicable sanctions or export controls rules may expose us to negative legal, business and reputational consequences (including civil or criminal penalties), the loss of access to controlled technologies, and government investigations. Given that our current and planned sales do not involve sanctioned territories or entities and we maintain sanctions compliance policies and procedures, our Directors are of the view that current economic sanctions have not had a material adverse impact on our Company and are not expect to have a material adverse effect on our future business and expansion plans. Based on the reasons set forth above and the due diligence conducted by the Joint Sponsors, nothing has come to the attention of the Joint Sponsors that would reasonably cause the Joint Sponsors to disagree with the Directors' view as set out above in any material respects. However, the United States, the European Union, the United Kingdom or other jurisdictions could implement sanctions that restrict certain of our operations and adversely affect our business, results of operations, and financial condition, and these measures could materially and adversely affect our business and prospects.