



Universal Scientific Industrial (Shanghai) Co., Ltd.
No.1558, Zhang Dong Rd., Zhang Jiang High-Tech Park,
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UNIVERSAL SCIENTIFIC INDUSTRIAL (SHANGHAI) CO., LTD.

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (the “Code”) sets forth the standards that must guide the actions of all employees, officers, supervisors and directors (collectively “USI Member”) of Universal Scientific Industrial (Shanghai) Co., Ltd. and its subsidiaries, including joint venture (collectively “USI”, “We”, “Us” or “Our”). At USI, we are committed in searching for a way that the effects on nature, people and society are all ecologically and ethically acceptable. The purpose of this Code is to help USI practice good corporate citizenship and social responsibility wherever we operate and do our business, and make sure consistent with the numerous laws, regulations, and policies that govern USI

We must strive to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of USI’s business activities including, but not limited to, relationships with employees, customers, suppliers, competitors, the government and the public, including our shareholders. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles of business conduct and ethics of USI Members. All of us must conduct ourselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well intentioned actions that violate the law or this Code may result in negative consequences for USI or for the individuals involved.

This Code involves areas of commercial ethics, environment, corporate governance system, labor, health and safety and social participation, etc.

One of USI’s most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation, and that adhering to this Code and applicable laws is imperative.

I. COMMERCIAL ETHICS

USI is committed to complying with all applicable P.R.C and international laws as well as ethical



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codes and commonly accepted practices in the countries in which we operate. Every USI Member has an obligation to conduct himself or herself in an honest and ethical manner and act in the best interest of USI.

USI is committed to upholding the highest standards of ethics to meet social responsibilities and achieve success in the marketplace, including:

(1) Avoidance of Conflicts of Interest

USI Members should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of USI. A “conflict of interest” might occur when a person’s private interest interferes in any way, or even appears to interfere, with the interest of USI, or when an USI Member (or his or her family members) receives improper personal benefits as a result of his or her position in USI. A conflict of interest may make it difficult for USI Members to perform his or her work objectively and effectively. USI Members shall recuse himself or herself as soon as he/she is aware of the conflicts of interest, and must fully disclose such conflict of interest to his or her manager prior to engaging in any business or related activity that may lead to a conflict of interest.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by USI.
- Accepting gifts of more than modest value, personal discounts (if such discounts are not generally offered to the public), entertainment or other benefits from a competitor, customer or supplier as a result of a position in USI.
- Competing with USI for the purchase or sale of property, products, services or other interests.
- Having an interest in a transaction involving USI, a competitor, customer or supplier (other than legitimate interests as an USI Member and not including routine investments in publicly traded companies).



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- Receiving a loan or guarantee of an obligation as a result of a position in USI.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

(2) Anti-Corruption

USI adheres to utmost integrity and impartiality in our business practices and we comply with relevant anti-corruption laws and regulations of all countries. USI Members are prohibited from any conduct of bribery, corruption, extortion or embezzlement, or directly or indirectly providing, requesting, accepting or promising illegitimate interests from or to customers, suppliers, public officials and foreign officials. USI Members shall conform to the general practice of common business decorum when accepting any type of business reception or arranging any activities, and avoid accepting any gift of more than nominal value or entertainment unconnected with a business purpose or having excessive value.

The U.S. Foreign Corrupt Practices Act ("FCPA") sets up special principles of anticorruption, which prohibits offering, authorizing, giving, or promising anything of value to a foreign official including any official or employee of a foreign government or public international organization, or any foreign political candidate, political party or party official, for the purpose of obtaining or retaining business or to secure an improper advantage. USI Members shall know and comply with the provisions of FCPA.

Prior to engaging in any activity that may lead to any concerns about corruption, USI Members shall report to his or her manager and confirm that there is no violation of the Code. We shall collectively avoid making any business decisions what would cause negative consequences to create the appearance of impropriety.

(3) Safeguarding Company Assets and Minimizing Incentives to Pursue Personal Gain

USI Members shall use best efforts to maximize the reasonable and proper benefits that can be obtained by USI. When using company assets, we shall ensure that they can be effectively and lawfully used for official business purposes, and shall avoid any theft, negligence in care, or waste of the company assets which will impact USI's profitability directly or indirectly. USI Members shall avoid engaging in any of the following activities:



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- Seeking an opportunity to pursue any gain of oneself or others by using company assets or information or taking advantage of their positions.
- Obtaining any gain of oneself or others by using company assets or information or taking advantage of their positions.
- Competing with USI.

(4) Avoidance of Insider Trading

USI Members shall strictly abide by the Securities and Exchange Act and USI Administrative and Practice Procedures to Prevent Insider Trading, and shall not disclose or use any information which is not readily available to the public that an investor would consider important in deciding whether to buy or sell a company's stock, such as unannounced mergers and acquisitions, unannounced product strategies, marketing plans and contracts, and shall not share such information with anyone.

(5) Fair Competition and Antitrust

We affirm the spirit of fair competition and antitrust and devote ourselves to maintaining trading order and protecting the interests of all customers. USI Members shall strictly comply with the spirit of fair competition and observe all relevant laws and regulations on Competition Law, as well as the Advanced Semiconductor Engineering Inc. Fair Competition and Antitrust Laws Compliance Policy. USI shall never gain illegal benefits by unfair means or violate antitrust laws.

(6) Trade Controls

USI works across national borders, and USIs recognize that each country has its own controls regarding exports, imports, embargoes and boycotts that may restrict our ability to sell or deliver our products into some locations. USI is respectful of each country's regulations, and we work to address any conflicts that may arise in this critical area. By being aware of these issues USI ensures that our products, services or raw materials move appropriately, legally and as quickly as possible, which strengthens our operations and, in turn, our customers' operations.

(7) Anti-Money Laundering and Counter-Terrorism Financing



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USI Members shall not hide any illegally-gained proceeds or terrorism financing, or support transforming the foregoing into ostensibly legitimate money or other assets.

(8) Improper Political or Charity Donations

Every USI political or charity donation shall be contributed in accordance with relevant laws and regulations to ensure its reasonableness and legitimacy and to avoid surreptitiously engaging in bribery. USI's policy does not permit participating in the political or electoral process through direct donations to political groups or parties, but USI does protect its interests through lawful and transparent advocacy with governments. USI's political or charity donations will be disclosed to the public.

(9) Integrity and Honesty

One of USI's most valuable assets is our reputation for integrity, professionalism and fairness. USI Members should fulfill their work responsibilities with honesty and integrity.

(10) Intellectual Property Protection

USI complies with all applicable intellectual property laws and regulations, and respects legitimate intellectual property of third parties. Any inventions and ideas related to the business of USI and created by an USI Member during his or her employment shall be USI's proprietary property and protected under applicable laws, and transfer of technology, trade secret or know-how is to be done in a manner that well protects intellectual property right incurred therefrom.

(11) Compliance of Confidentiality

For the purposes of this Code, "Confidential Information" means all non-public information that could be useful to competitors or harmful to USI, its customers or its suppliers if disclosed, which includes not only tangible documents, equipment and facilities, but also technology, trade secret, know-how or other intangible assets. USI Members must maintain the confidentiality of Confidential Information they obtain from or through USI, its customers or suppliers, and refrain from disclosing or using Confidential Information for personal or third party interest, except where disclosure is mandated by applicable laws, rules or regulations or authorized by USI's executive officers.

(12) Protection of Personal Information



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USI follows the Personal Information Protection Act and local laws and regulations to protect the personal information of its employees, customers and suppliers. We will manage and use personal information properly, as well as carefully emphasize privacy security in the collection, processing, storage, usage and transmission of personal information.

II. QUALITY OF PUBLIC DISCLOSURES

We must endeavor to ensure that information is presented in a full, accurate and timely manner when we disclose company information required by laws. Individuals involved in the preparation of USI's financial statements must prepare those statements in accordance with our internal accounting principles, which comply with generally accepted accounting principles in applicable accounting standards and rules and applicable laws and regulations. For documents that USI files with or submits to any governmental or regulatory entity, USI's accountants or other professional advisers shall contain no misrepresentations or nondisclosures. USI Members are prohibited from knowingly:

- Making or causing others to make a materially misleading, incomplete or false statement to USI's accountants or other professional advisers.
- Directly or indirectly taking action that could reasonably result in rendering USI's financial statements, filings with or submissions to any governmental or regulatory authority, or other public communications misleading.

III. ENVIRONMENT

USI has a final goal for "Zero", that is, zero waste and zero pollution as the ultimate goal. USI will fully protect the Earth's environment, reduce the negative impact on the surrounding communities and ensure public health and safety. For the implementation of environmental protection, in addition to compliance with local laws and relevant regulations, USI will also comply with the standards set forth in the RBA Code of Conduct, establish environmental management systems in each plant, and, using the best control technology and pollution control, actively ensure the normal operation and disposal of material resources so as to effectively reduce their impact on the environment.



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Specifically, USI's commitments to environmental protection include the following:

- Reduction of power consumption
- Improvement of the water recycling process
- Reduction of greenhouse gas

USI is committed to reducing environmental impact through the following:

- **Noise Control:** We attach great importance to coexistence between the plant and the neighborhood and residents, and we implement noise monitoring and control in our plants.
- **Air Pollution Control:** USI has optimized air pollution control equipment.
- **Water Pollution Control:** The main source of USI's wastewater is industrial process wastewater, and we attach great importance to water pollution control and water management.
- **Waste Management:** We aim to "maximize utilization of resources" and "implement clean production" by reducing processed waste and actively seeking recyclable projects.

IV. LABOR AND WORKPLACE HUAMNE TREATMENT

We have introduced the social responsibility management system as well as related social responsibility policies, and provided a socially responsible regulation and protection system for employee benefits, so as to create a safe, comfortable, non-discriminatory, respectful, inclusive and equal working environment.

Specifically, USI is committed to complying with local laws and standards set forth in the RBA Code of Conduct:

- **Respect Human Rights:** We prohibit any harsh and inhumane treatment, including any harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse, and we will clearly define disciplinary policies and procedures and communicate them to employees. We promote a workplace environment free from any intimidating or offensive behavior everywhere. Our communication with one another and third parties is always professional, respectful, and free from bias.
- **Uphold Diversity and Equal Opportunity:** We are committed to recruiting, hiring, reward, promoting and providing other conditions of employment without discrimination based on national origin, race, color, religion, gender, age or other characteristic protected under the



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law.

- **Freely Chosen Employment:** We ensure that all work is voluntary and workers are free to leave work or terminate employment at any time. Forced, bonded (including debt bondage) or indentured labor, exploitative or involuntary prison labor, slavery or trafficking of persons shall not be used.
- **Wages and Benefits:** USI takes employee benefits seriously, and provides competitive salaries and welfare programs.
- **Not to Hire Child Labor:** USI will not hire any child who is under the age of 16, or under the age for completing compulsory education, or under the minimum age for employment in the countries where USI's operations exist, whichever is greatest, and USI's use of legitimate workplace apprenticeship programs will comply with applicable laws and regulations in the countries where USI's operations exist.
- **Career Development and Training:** USI uses fully educational resources and training to meet the learning needs from employees.
- **Freedom of Association:** USI shall respect the rights of employees to associate freely and decide to join or not join labor unions in accordance with local laws. Employees shall be able to communicate with the management team for working conditions without fear, reprisal, intimidation or harassment.
- **Other Measures to Protect Human Rights:** To protect human rights, USI and its suppliers shall avoid using conflict minerals which are listed in SEC rules of "Requirement of report regarding disclosure of registrant's supply chain information regarding conflict minerals". We will conduct rigorous review on the purchase of those minerals and the chain of custody.

V. SAFETY AND HEALTH

As part of USI's culture, creating a "risk free" environment for employees is the ultimate goal of USI. We are committed to providing employees with a safe, comfortable and healthy working environment which is in compliance with the applicable workplace safety and health laws and regulations and standards set forth in the RBA Code of Conduct. USI promises to establish and maintain a long-term safety and health management system to ensure safety and health management and control of operational procedures, and to monitor, implement and continuously improve safety and health performance.

USI will take the following measures to enhance safety and health and reduce injuries and diseases:



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- **Enhancement of Industry Plants Safety and Health Management, Prevention and Early Warning Mechanisms:** We designed the system based on USI's safety and health management and combined it with extended operational commanders, in order to construct a more effective USI plant safety and health management system and to implement preventive measures and early warning.
- **Emergency Preparedness:** In terms of security, USI designs the system based on prevention, early warning and response mechanisms to strengthen security protection in case of disaster incidents and abnormal events. We create a variety of contingency measures and procedures based on various types of disaster incidents and their degree of harm and danger.
- **Machine Maintenance and Protection:** As to the machines operated by the employees, they should be timely and properly inspected and maintained to
- avoid any harm to employees.
- **Provide Employees with the Best Health Diagnosis and Medical Care:** Procedures and systems are to be in place to manage, track and report occupational incidents and illnesses.
- **Workplace Health Promotion and Improvement Programs and Activities:** USI shall continuously push for workplace health promotion and improvement programs based on the framework of preventive medicine.
- **Sanitation and Employee Canteen:** USI shall provide employees with clean sanitation, clean water, and clean food.

VI. COMPLIANCE WITH LAWS, RULES AND REGULATIONS AND CORPORATE GOVERNANCE

We are strongly committed to conducting our business affairs with honesty and integrity and complying with all applicable laws, rules and regulations. No USI Members shall commit an illegal or unethical act, or instruct others to do so, for any reason. In order to seek corporate sustainability growth and enhance corporate value, USI constantly maintains operational elasticity. These efforts are all derived from an effective corporate governance structure which clearly defines and enhances management capabilities, and also ensures that USI can meet expectations of customers, shareholders and other stakeholder.

Specifically, USI's commitments on compliance with laws and an effective corporate governance system include:

- **Operation Risk Control and Management:** Using effective operational management and



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sophisticated risk control and crisis management, USI will implement appropriate programs and physical controls according to every risk and its importance level.

- **Legal and Customer Requirements:** Regularly identifying and understanding the applicable laws, including customer requirements.
- **Communication and Issue Management:** We focus on communication with stakeholders and proactively communicate implementation of key issues, in order to continue to enhance communication and cooperation mechanisms between USI and stakeholders.
- **Compliance with Laws, Rules and Regulations:** All USI members shall comply with related international rules and applicable laws and regulations in the countries and regions where USI operates, including the Corporate Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Act, Government Procurement Act, Personal Information Protection Act, related environmental protection laws and regulations.

If you believe that any practice may give rise to noncompliance with any applicable laws, rules or regulations, or, if you otherwise have questions regarding any laws, rules or regulations, please contact your manager or the Legal Department.

VII. SOCIAL PARTICIPATION

USI fully acknowledges the social responsibility of being a corporate citizen. For the regions where USI operates, we promise as follows to fulfill corporate social responsibility:

- To maintain community involvement and feedback and improve employability.
- To endeavor to maintain the local environmental ecology.
- To assist community development and welfare.
- To strengthen our contributions to the region through NGOs.
- To encourage our employees to participate in community activities and take the initiative in arranging community activities.

USI hopes to exert our influence over the supply chain, in order to lead and supervise USI's suppliers, contractors, service providers and subcontractors to comply with this Code. We request



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suppliers to comply with the RBA Code of Conduct, USI Supplier Code of Conduct and applicable laws and regulations, in order to jointly fulfill corporate social responsibility requirements.

VIII. COMPLIANCE WITH THE CODE

All USI Members shall understand and comply with all provisions of this Code, and this Code shall be applied equally to every USI Members. USI will enforce this Code rigorously. The commitment and performance of USI Members related to compliance with this Code will be integrated into the performance appraisal system, and linked to the determination of his or her remuneration and compensation.

Corporate Sustainability Committee has primary authority and responsibility for the enforcement of this Code. In the case of accounting, internal accounting controls or auditing matters, subject to the supervision of the Audit Committee of the Board of Directors. Corporate Sustainability Committee shall set taskforces to establish such procedures as may be reasonably necessary to create a culture of accountability and to facilitate compliance with this Code.

IX. REPORTING AND PROCEDURES

(1) Reporting

To discover, prevent and avoid any unethical behaviors and violations to this Code, USI encourages USI Members and any third party to collect relevant material. USI has established ethics mailbox and related regulations. Please mail or post the facts or relevant evidences to the Audit unit if being aware of any unethical behaviors. Reporting with name or anonymous are both accepted. USI shall do due diligence to investigate all reported cases and keep confidential of reporters to ensure safety of reporters and no threat or damage to reporters' rights and interests.

Ethics mail box: ethics@usiglobal.com

Information shall be reported to the top manager if involving the rank and file, and to Audit Committee if involving a director or a senior executive. Group Internal Audit shall be in charge of the investigation and action procedures of reporting, and shall report to Audit Committee on a regular basis.



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(2) Procedures

USI adopts a zero-tolerance policy to any violation of this Code. USI will thoroughly investigate any good faith reports of violations, and any violation will be dealt with immediately. USI Members are required to cooperate in internal investigations of misconduct and unethical behavior.

After investigation, individuals who are found to be in noncompliance with this Code, including those who act in a supervisory capacity but fail to report wrongdoing, shall correct such violation in accordance with USI's instructions. USI may, according to employment contract, internal disciplinary policies and procedures, impose disciplinary actions on such violator, including the possibility of dismissal. USI shall have the right to claim indemnification against such violator pursuant to applicable laws and regulations. Meanwhile, the title and name of such violator, and date, content and status of the violation, will be promptly disclosed on our internal website. The disclosure shall comply with relevant laws and regulations.

(3) No Retaliation

We will not tolerate any kind of retaliation for reports or complaints regarding violation of the Code that were made in good faith. Open communication of issues and concerns by all USI Members without fear of retribution or retaliation is vital to the successful implementation of this Code. USI will keep confidential the identity of the person reporting violation of this Code, and protect him/her from any unfair retaliation or treatment. Once one report is found to be factual, suitable rewards will be given to the reporter.

X. WAIVERS AND AMENDMENTS

Unless a waiver procedure is otherwise provided by law, any waiver of any provisions of this Code for officers, supervisors or directors may only be granted by the Board of Directors in a particular circumstance. Any waiver of any provisions of this Code for officers, supervisors or directors should be promptly disclosed, and the content of disclosure shall include: the date that the Board of Directors approved the waiver, any opinions expressing objections or reservations by independent directors, the period and reasons for waiver, and principles for applying such waiver.

The provisions regarding Audit Committee in the Code shall apply mutatis mutandis to the supervisors.



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This Code shall take effect after having been discussed and approved by the Board of Directors.
Subsequent amendments thereto shall be effected in the same manner.