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Universal Scientific Industrial (Shanghai) Co., Ltd.
Rules of Procedures of Audit Committee
of the Board of Directors

Chapter I General Provisions

Article 1 To strengthen the decision-making function of the Board of Directors of Universal Scientific Industrial (Shanghai) Co., Ltd. (hereinafter referred to as "the Company"), achieve prior audit and professional audit, ensure the effective supervision of the Board of Directors on the managers, and improve the corporate governance structure, the Company hereby establishes the Audit Committee of the Board of Directors and formulates its Rules of Procedures in accordance with the Company Law of the People's Republic of China, Code of Corporate Governance for Listed Companies, Guidelines on the Operation of Audit Committees of Companies Listed on Shanghai Stock Exchange, and the Articles of Association of Universal Scientific Industrial (Shanghai) Co., Ltd. (hereinafter referred to as the Articles of Association).

Article 2 The Audit Committee, an special committee established under the Board of Directors,primarily responsible for the communication, oversight, and verification of the company's internal and external audits, and it reports to the Board of Directors.

Article 3 The term "senior management" as mentioned in these rules refers to the President, Vice Presidents, Board Secretary and Chief Financial Officer.

Chapter II Composition

Article 4 Audit Committee shall be composed of five directors, of which more than half shall be independent directors. All members of the committee shall be directors who do not hold senior management positions in the Company and shall possess the professional knowledge and experience necessary to perform the duties of the Audit Committee. At least one independent director shall be an accounting professional. Employee representatives on the Board of Directors who do not hold senior management

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positions in the Company may serve as members of the Audit Committee.

Article 5 The members of the Audit Committee shall be nominated by the Chairman of the Board, more than one half of the independent directors or more than one-third of all the directors, and shall be elected by the Board of Directors.

Article 6 The Audit Committee shall have a convener, who shall be an independent director and shall be responsible for presiding over the work of the Committee; the convener shall have professional experience in accounting or financial management.

Article 7 The Company shall gather the members of the Audit Committee to participate in relevant training to timely inform them of the professional knowledge in legal, accounting and regulatory norms required for the performance of their duties.

Article 8 The Board of Directors of the Company shall regularly evaluate the independence and performance of duties of the members of the Audit Committee, and may replace the members who are not eligible for continuing to serve as members if necessary.

Article 9 The Audit Committee's term of office shall be the same as that of the Board of Directors. Upon expiration of their term of office, the members may be re-elected. During this period, any member who ceases to hold the post of director of the Company shall automatically lose his or her qualification as a member, and the Committee shall make up the number of members in accordance with the provisions of Articles 4 to 6 above.

Chapter III Roles and Responsibilities

Article 10 The Audit Committee has the following responsibilities:

(1) Review the company's financial information and its disclosure;
(2) Supervise and evaluate the external audit work, and propose the appointment or change of the external audit firm ;
(3) Supervise and evaluate the internal audit work, and be responsible for the coordination between internal and external audits ;

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(4) Supervise and evaluate the Company's internal control ;

(5) Exercise the duties and powers of the Board of Supervisors as stipulated by the Company Law ;

(6) Be responsible for other matters stipulated by laws and regulations, self-regulatory rules of the stock exchange, the company's articles of association, and those authorized by the Board of Directors .

Article 11 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for review after being approved by a majority of all members of the Audit Committee:

(1) Disclosure of financial accounting reports and financial information in periodic reports, and internal control evaluation reports;

(2) Hiring or dismissing the accounting firm engaged for the Company's audit business;

(3) Appointing or dismissing the Company's financial officer;

(4) Changes in accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than changes in accounting standards;

(5) Other matters stipulated by laws and regulations, relevant rules of the Shanghai Stock Exchange, and the Company's articles of association.

Deliberation opinions adopted at Audit Committee meetings must be submitted to the Company's Board of Directors in writing. If the Board of Directors does not accept the deliberation opinions proposed by the Audit Committee on matters within its scope of responsibilities, the Company shall disclose such matters and provide detailed explanations for the reasons.

Article 12 The responsibilities of the Audit Committee in reviewing the Company's financial information and its disclosure include, but are not limited to, the following aspects:

(1) Reviewing the Company's financial accounting reports, providing opinions on

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their authenticity, completeness, and accuracy, with a focus on significant accounting and auditing issues therein, paying particular attention to the possibility of fraud, irregularities, or material misstatements related to the financial accounting reports, and supervising the rectification of issues identified in the financial accounting reports;

(2) In cases involving financial fraud, material accounting errors, or similar issues, the Audit Committee shall require the Company to correct the relevant financial data through a prior resolution. The Audit Committee may not approve the relevant reports until the corrections are completed;

(3) If any member of the Audit Committee cannot guarantee the authenticity, accuracy, or completeness of the financial information in the periodic reports, or has objections thereto, they shall vote against or abstain when the Audit Committee reviews the periodic reports.

Article 13 The responsibilities of the Audit Committee to supervise and evaluate the work of the external auditor include, but are not limited to, the following:

(1) Formulate policies, procedures, and related internal control systems for the selection and appointment of external audit institution based on the authorization of the Board of Directors;
(2) Propose the initiation of work related to the selection and appointment of external audit institutions;
(3) Review selection documents, determine evaluation factors and specific scoring criteria, and supervise the selection process;
(4) Deliberate and decide on the appointment of external audit institutions, provide recommendations on audit fees, and submit the matter to the Board of Directors for resolution;
(5) Be responsible for other matters related to the selection, appointment, and dismissal of external audit institutions as authorized by laws, regulations, the company's articles of association, and the board of directors.

The Audit Committee shall make recommendations to the Board of Directors on the

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appointment or replacement of external audit firms and review their audit fees and engagement terms, without being subject to improper influence from the Company's major shareholders, actual controllers, directors, or senior management.

Article 14 The duties of the Audit Committee in supervising and evaluating the work of the external audit firm include, but are not limited to, the following aspects:

(1) Evaluating the independence and professional competence of the external audit firm, particularly the impact on its independence arising from the provision of non-audit services by the external audit firm;
(2) Making recommendations to the Board of Directors regarding the appointment or change of the external audit firm;
(3) Reviewing the audit fees and engagement terms of the external audit firm;
(4) Discussing and communicating with the external audit firm regarding the audit scope, audit plan, audit approach, and significant issues identified during the audit;
(5) Supervising and evaluating whether the external audit firm has performed its duties with diligence and due care.

The Audit Committee shall urge the external audit firm to act with integrity and good faith, exercise diligence and due care, strictly comply with business rules and industry self-regulatory standards, rigorously implement internal control systems, verify and validate the Company's financial accounting reports, fulfill a special duty of care, and exercise prudence in rendering professional opinions.

The Audit Committee may, as necessary, convene separate private meetings with the external audit firm without the presence of management. The Board Secretary may attend such meetings.

The Audit Committee shall regularly (at least annually) submit to the Board of Directors an assessment report on the performance of the engaged external audit firm and a report on the Audit Committee's supervision of the external audit firm.

Article 15 The internal audit function shall be subject to the guidance and supervision of the

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Audit Committee during its processes of supervising and inspecting the Company's business activities, risk management, internal controls, and financial information. The Audit Committee shall participate in the performance appraisal of the head of the internal audit function.

The duties of the Audit Committee in supervising and evaluating the internal audit work include, but are not limited to, the following aspects:

(1) Providing guidance and supervision over the establishment and implementation of the internal audit system;
(2) Reviewing the Company's annual internal audit work plan;
(3) Overseeing the implementation of the Company's internal audit plan;
(4) Guiding the effective operation of the internal audit department (or Audit Center);
(5) Reporting to the Board of Directors on the progress and quality of the internal audit work, as well as any major issues identified;
(6) Coordinating the relationship between the internal audit function and external audit entities, such as external audit firms and state audit institutions.

The internal audit function must report its work to the Audit Committee. All audit reports submitted to management, along with corresponding rectification plans and status updates for identified issues, must be simultaneously provided to the Audit Committee. If the internal audit function identifies any major related issues or clues, it must report them directly and immediately to the Audit Committee.

Article 16 The Audit Committee shall supervise and guide the internal audit function to conduct inspections of the following matters at least semi-annually, produce inspection reports, and submit them to the Audit Committee. If an inspection reveals that the Company has engaged in illegal or non-compliant activities, irregular operations, or similar circumstances, the matter shall be promptly reported to the regulatory authorities:

(1) The implementation of significant company matters, including the use of

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raised capital, provision of guarantees, connected transactions, securities investments and derivative transactions, provision of financial assistance, purchase or sale of assets, and external investments;

(2) Large fund transfers within the Company, as well as fund transfers involving directors, senior management, controlling shareholders, actual controllers, and their connected parties.

If, in the course of its daily duties, the Audit Committee discovers clues of financial fraud within the Company, abnormalities in its operations, becomes aware of significant negative public opinion or major media queries related to the Company, or receives clear complaints or reports, it may require the Company to conduct a self-investigation or direct the internal audit function to carry out an investigation. When necessary, the Audit Committee may engage a third-party intermediary institution to assist in the work, with the costs borne by the Company.

Article 17 The responsibilities of the Audit Committee in supervising and evaluating the Company's internal controls include, but are not limited to, the following aspects:

(1) Assessing the appropriateness of the design of the Company's internal control systems;
(2) Reviewing the internal control self-assessment reports；
(3) Reviewing the internal control audit reports issued by external audit firms and communicating findings and improvement methods with them ;
(4) Evaluating the results of internal control assessments and audits, and overseeing the remediation of internal control deficiencies.

Article 18 If the Company has material weaknesses in internal controls, or is found to have issues such as financial fraud, misappropriation of funds, or illegal guarantees, the Audit Committee shall supervise and urge the Company to carry out follow-up rectification and internal accountability, ensure the formulation of rectification plans and measures to be completed within a specified timeframe, and establish, improve, and strictly enforce the internal accountability system.

Article 19 To ensure the effective performance of its duties, the Audit Committee is entitled to

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exercise the following authorities in accordance with laws, regulations, self-regulatory rules of the stock exchange, and the Company's articles of association:

(1) Review the Company's financial affairs;
(2) Supervise the conduct of directors and senior management personnel in performing their duties;
(3) Request directors and senior management personnel to rectify any actions that harm the Company's interests;
(4) Propose the convening of an extraordinary board meeting;
(5) Propose the convening of an extraordinary shareholders' meeting and, if the board of directors fails to fulfill its statutory duty to convene and chair the shareholders' meeting, convene and chair the shareholders' meeting;
(6) Accept requests from shareholders to file lawsuits against directors or senior management personnel who have caused losses to the Company by violating laws, administrative regulations, or the Company's articles of association while performing their duties;
(7) Other authorities stipulated by laws, regulations, self-regulatory rules of the stock exchange, and the Company's articles of association.

Article 20 The Audit Committee shall inspect the Company's financial affairs in accordance with the law, supervise the legality and compliance of directors and senior management personnel in performing their duties, exercise other authorities stipulated in the company's articles of association, and safeguard the lawful rights and interests of the company and its shareholders.

If the Audit Committee discovers that any director or senior management personnel has violated laws, regulations, relevant self-regulatory rules of the stock exchange, or the Company's articles of association, it shall notify the Board of Directors or report to the shareholders' meeting, and make timely disclosure; it may also report directly to the regulatory authorities.

In the course of performing its supervisory duties, the Audit Committee may propose the removal of any director or senior management personnel who violates laws, regulations, the Shanghai Stock Exchange Self-Regulatory Guidance No. 1 for Listed Companies – Standardized Operations, other rules of the Shanghai Stock Exchange, the Company's articles of association, or resolutions of the shareholders' meeting.

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Article 21 The Audit Committee shall be responsible to the Board of Directors, and its proposals shall be submitted to the Board of Directors for review and decision.

Article 22 The Audit Committee shall report to the Board of Directors on measures it deems necessary or matters requiring improvement and shall provide recommendations.

Article 23 Relevant departments of the Company shall cooperate with the Audit Committee in the preliminary work for decision-making and assist in providing the relevant materials required by the Audit Committee.

Chapter IV Decision-making procedures

Article 24 Meetings of the Audit Committee shall be divided into regular meetings and extraordinary meetings.

The Audit Committee shall hold regular meetings at least once each quarter. Interim meetings may be convened upon the proposal of two or more members, or when the convener deems it necessary.

For convening a regular committee meeting, all members shall be notified five days in advance by means of telephone, mail delivery, email, or personal delivery.

For convening an extraordinary meeting, all members shall be notified three days in advance. In cases of urgency requiring the committee to convene a meeting as soon as possible, the meeting notice may be issued at any time via telephone or email, but the convener shall provide an explanation at the meeting.

Meetings shall be convened and presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or refuses to perform their duties, a majority vote of the members present may designate one independent director member to perform the duties on their behalf.

Article 25 Audit Committee meetings shall, in principle, be held on-site. When necessary and

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under the premise of ensuring all attending members can fully communicate and express their opinions, meetings may be conducted via video conference, telephone, or other means in accordance with procedures.

Article 26 An Audit Committee meeting requires the attendance of two-thirds or more of its members to be held. Each member has one vote. Resolutions made at a meeting must be approved by a simple majority of all members.

Any member of the Audit Committee who has a conflict of interest regarding matters discussed at the meeting shall abstain from participation. If a valid deliberation opinion cannot be formed due to the abstention of Audit Committee members, the relevant matter shall be submitted to the Board of Directors for deliberation.

Article 27 Resolutions of the Audit Committee meetings shall be adopted by a show of hands or by voting; meetings may also be held by means of correspondence voting.

Article 28 Members of the Audit Committee must attend meetings in person and express clear opinions on the matters deliberated. If a member is unable to attend a meeting in person for any reason, they shall review the meeting materials in advance, form a clear opinion, and record this opinion in a letter of authorization to authorize another member to attend on their behalf. Each member may act as a proxy for no more than one other member. The letter of authorization must clearly specify the scope and duration of the authorization. If an independent director member is unable to attend a meeting in person for any reason, they shall authorize another independent director member within the Audit Committee to attend on their behalf.

Article 29 The head of the Audit Department may attend Audit Committee meetings without voting rights. When necessary, the Audit Committee may invite the Company's directors, auditors, financial personnel, senior management, representatives of external audit firms, legal advisors, and other relevant personnel to attend its meetings without voting rights and to provide necessary information.

Article 30 Upon resolution passed by the Audit Committee, the Committee may engage intermediary institutions to provide professional opinions to support its

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decision-making, with the costs borne by the Company.

Article 31 The procedures for convening Audit Committee meetings, the voting methods, and the deliberative opinions adopted at the meetings must comply with the provisions of relevant laws, administrative regulations, rules, the Company's Articles of Association, and these Rules.

Article 32 Minutes of Audit Committee meetings shall be prepared in accordance with relevant regulations. The minutes shall be true, accurate, and complete, and shall fully reflect the opinions expressed by attendees regarding the deliberated matters. Members of the Audit Committee present at the meeting shall sign the minutes.

Relevant meeting documents such as the meeting minutes, resolutions, and letters of authorization shall be properly kept by the Board Secretary for a retention period of at least ten years.

Article 33 Deliberative opinions adopted at Audit Committee meetings shall be submitted to the Company's Board of Directors in writing.

Article 34 All personnel attending the meetings have a confidentiality obligation regarding the matters discussed and shall not disclose relevant information without authorization.

Chapter V Information Disclosure

Article 35 The Company shall disclose the members of the Audit Committee, including its composition, the members' professional background and work experience within five years, as well as the changes in the members of the Audit Committee.

Article 36 The Company shall disclose the annual performance of the Audit Committee on the website of Shanghai Stock Exchange along with the annual report, including the Audit Committee's fulfilment of its duties and the convening of the Audit Committee meeting.

Article 37 Where the major problems found by the Audit Committee in the performance of its

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duties meet the criteria of the information disclosure stipulated in the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange*, the Company shall timely disclose such matters and the rectification of the matters.

Article 38 The Audit Committee shall submit its opinions after deliberation to the Board of Directors on matters within the scope of its duties. If the Board of Directors decides not to adopt the opinions, the Company shall disclose the matters and explain the reasons in detail.

Chapter VI Annual Report Working Procedures

Article 39 During the process of annual report preparation and disclosure, the Audit Committee shall diligently and responsibly perform its duties and obligations in accordance with the requirements of relevant laws, administrative regulations, normative documents, and these working rules, and carry out its work to safeguard the overall interests of the Company.

Article 40 Before the accounting firm commences its on-site audit, the Audit Committee shall strengthen communication with the accounting firm to determine the audit work arrangement. During the annual report audit period, it shall communicate promptly, grasp the audit progress. If unforeseen events prevent the normal conduct of the audit, it shall communicate and coordinate promptly to agree on alternative procedures as soon as possible, ensuring the progression of the periodic report audit. After the accounting firm issues a preliminary audit opinion, the Audit Committee shall review the Company's financial accounting statements and form a written opinion.

Article 41 Upon completion of the Company's annual audit work, the Audit Committee shall deliberate and vote on the Company's annual financial report and internal control report, issue deliberative opinions pursuant to Articles 15 and 17 of these working rules, and submit them in writing to the Company's Board of Directors for deliberation.

Article 42 The Audit Committee shall express its opinion regarding the reappointment or change

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of the accounting firm. When reappointing the accounting firm for the next fiscal year, the Audit Committee shall, in advance, conduct a comprehensive and objective assessment of the accounting firm's completion of the annual audit work and its practice quality, and after forming a deliberative opinion, submit it in writing to the Board of Directors for deliberation.

Chapter VII Supplementary Provisions

Article 43 Matters not covered in the Rules of Procedures shall be subject to the provisions of relevant national laws, administrative regulations and rules, and the Articles of Association; in case of any conflict between the Rules of Procedures and the laws, administrative regulations, rules promulgated by the authority in the future or the Articles of Association amended through legal procedures, the provisions of relevant national laws, administrative regulations, rules and the Articles of Association shall prevail, and the Rules of Procedures shall be amended if necessary.

Article 44 The interpretation right of these Rules of Procedures resides with the Board of Directors of the Company.

Article 45 These Rules of Procedures shall come into force from the date of the adoption through the resolution of the Board of Directors.

Universal Scientific Industrial (Shanghai) Co., Ltd.
August 25, 2025