



Universal Scientific Industrial (Shanghai) Co., Ltd.

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Universal Scientific Industrial (Shanghai) Co., Ltd.
Rules of Procedures of General Meeting of Shareholders

Chapter I General Provisions

Article 1 The General Meeting of Shareholders is the highest decision-making body of Universal Scientific Industrial (Shanghai) Co., Ltd. (hereinafter referred to as the Company). To ensure that General Meeting of Shareholders can exercise its functions and powers, these rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law), other relevant provisions, and the Articles of Association of Universal Scientific Industrial (Shanghai) Co., Ltd. (hereinafter referred to as *the Articles of Association*).

Article 2 The Company shall hold General Meetings of Shareholders in strict accordance with the relevant provisions of laws, administrative regulations, *the Articles of Association* and these Rules of Procedures to ensure that shareholders can exercise their rights according to the laws.

The Board of Directors of the Company shall earnestly perform its duties and timely organize the General Meeting of Shareholders. All directors of the Company shall be diligent and responsible to ensure the convening of the General Meetings of Shareholders and the exercise of its functions and powers in accordance with laws.

Article 3 The General Meeting of Shareholders shall exercise its functions and powers within the scope stipulated in the Company Law and *the Articles of Association*.

Article 4 The General Meetings of Shareholders are divided into Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The Annual General Meeting of Shareholders shall be held once a year and shall be held within 6 months after the end of the previous fiscal year. The Extraordinary General Meetings of Shareholders shall be held irregularly. In case of any circumstances that the Extraordinary General Meetings of Shareholders shall be held as stipulated in the Company Law and *the Articles of Association*, the Extraordinary General Meetings of Shareholders shall be held within 2 months.

If the Company is unable to convene a General Meeting of Shareholders within the above-mentioned time limit, it shall report to the local office of the China Securities Regulatory Commission (CSRC) where the Company is located (hereinafter referred to as the "CSRC local office") and the stock exchange where the Company's shares are listed (hereinafter referred to as the "Stock Exchange"), explain the reasons and make a public announcement.



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Article 5 When convening a General Meeting of Shareholders, the Company shall appoint lawyers to issue legal opinions and make public announcements on the following issues:

- (1) Whether the convening procedures of the meeting comply with the provisions of laws, administrative regulations, *the Articles of Association*, and these Rules of Procedures;
- (2) Whether the qualifications of the attendees and the convener are legal and valid;
- (3) Whether the voting procedures and voting results of the meeting are legal and valid;
- (4) Other relevant issues at the request of the Company.

Chapter II Convening of the General Meeting of Shareholders

Article 6 The Board of Directors shall convene the General Meeting of Shareholders on time within the time limit specified in Article 4 of these rules.

Article 7 Independent directors shall have the right to propose to the Board of Directors the convening of an Extraordinary General Meeting. For the proposal by independent directors to convene an Extraordinary General Meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and *the Articles of Association*, give written feedback of the approval or disapproval of convening an Extraordinary General Meeting within 10 days after receiving the proposal.

Where the Board of Directors agrees to convene an Extraordinary General Meeting, it shall issue a notice of convening the General Meeting of Shareholders within 5 days after the resolution of the Board of Directors is made; where the Board of Directors does not agree to convene an Extraordinary General Meeting, it shall explain the reasons and make a public announcement.

Article 8 The Board of Supervisors shall have the right to propose to the Board of Directors the convening of an Extraordinary General Meeting, and shall propose to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and *the Articles of Association*, give written feedback of the approval or disapproval of convening an Extraordinary General Meeting within 10 days after receiving the proposal.

Where the Board of Directors agrees to convene an Extraordinary General Meeting, it shall issue a notice of convening the General Meeting of Shareholders within 5 days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval of the Board of Supervisors.

If the Board of Directors does not agree to convene an Extraordinary General Meeting, or fails to give written feedback within 10 days after receiving the proposal, it shall be deemed that the Board



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of Directors cannot perform or fails to perform the duty of convening the General Meeting of Shareholders, and the Board of Supervisors may convene and preside over the meeting on its own.

Article 9

Shareholders holding more than 10% of the Company's shares individually or in total shall have the right to request the Board of Directors to convene an Extraordinary General Meeting, and shall submit a proposal with complete topics and contents of the meeting to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and *the Articles of Association*, give written feedback of the approval or disapproval of convening an Extraordinary General Meeting within 10 days after receiving the request.

Where the Board of Directors agrees to convene an Extraordinary General Meeting, it shall issue a notice of convening the General Meeting of Shareholders within 5 days after the resolution of the Board of Directors is made, and any change to the original request in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Directors does not agree to convene an Extraordinary General Meeting, or fails to give feedback within 10 days after receiving the request, the shareholders holding more than 10% of the Company's shares individually or in total shall have the right to propose to the Board of Supervisors to convene an Extraordinary General Meeting, and shall make a request to the Board of Supervisors in writing.

Where the Board of Supervisors agrees to convene an Extraordinary General Meeting, it shall issue a notice of convening an Extraordinary General Meeting within 5 days after receiving the request, and any change to the original request in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Supervisors fails to issue the notice of the a General Meeting of Shareholders within the specified time limit, it shall be deemed that the Board of Supervisors will not convene and preside over the General Meeting of Shareholders, and the shareholders holding more than 10% of the Company's shares individually or in total for more than 90 consecutive days may convene and preside over the General Meeting of Shareholders on their own.

Article 10

Where the Board of Supervisors or shareholders decide to convene a General Meeting of Shareholders on their own, they shall notify the Board of Directors in writing, and at the same time file with the Stock Exchange.

Before the resolution of the General Meeting of Shareholders is announced, the shareholding ratio of the convening shareholders shall not be less than 10%. The convening shareholders shall disclose the announcement no later than when the notice of the meeting is issued, and undertake



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that their shareholding ratio remains not less than 10% of the total share capital of the company from the time the proposal to convene the General Meeting of Shareholders is put forward to the day the meeting is held.

The Board of Supervisors and the shareholder convener shall, when issuing the notice of the General Meeting of Shareholders and the announcement of the resolutions of the General Meeting of Shareholders, submit relevant materials to the Stock Exchange.

Article 11 The Board of Directors and the Secretary of the Board of Directors shall support the General Meeting of Shareholders convened by the Board of Supervisors or the shareholders themselves. The Board of Directors shall provide the register of shareholders on the date of equity registration. Where the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institutions for the register by showing relevant announcement on the notice of convening the General Meeting of Shareholders. The register of shareholders obtained by the convener shall not be used for any purpose other than convening a General Meeting of Shareholders.

Article 12 The expenses necessary for the General Meeting of Shareholders convened by the Board of Supervisors or the shareholders themselves shall be borne by the Company.

Chapter III Proposal and Notice of a General Meeting of Shareholders

Article 13 The contents of the proposal shall be within the scope of the General Meeting of Shareholders' functions and powers, have clear topics and specific resolutions, and conform to the relevant provisions of laws, administrative regulations and *the Articles of Association*.

Article 14 Shareholders holding more than 3% of the Company's shares individually or in total may put forward extempore proposals and submit the proposals to the convener in writing 10 days before the General Meeting of Shareholders. The convener shall, within 2 days after receiving the proposal, issue a supplementary notice to the General Meeting of Shareholders to announce the contents of the extempore proposal.

Except as provided in the preceding paragraph, the convener shall not modify the proposals listed in the notice of the General Meeting of Shareholders or add new proposals after issuing the notice of the meeting.

The General Meeting of Shareholders shall not vote and make a resolution on a proposal that is not listed in the notice of the General Meeting of Shareholders or fails to conform to the provisions



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of Article 13 of these rules.

Article 15 The convener shall notify the shareholders in the form of public announcement 20 days before the Annual General Meeting, and 15 days before an Extraordinary General Meeting. The Company shall not include the date of the meeting when calculating the time limit.

Article 16 The notice of the General Meeting and the supplementary notice shall fully and completely disclose the specific contents of all proposals, as well as materials or explanations necessary for the shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed require the independent directors' opinions, their opinions and the reasons shall be disclosed at the same time when the notice of the General Meeting of Shareholders or supplementary notice is issued.

Among the proposals to be voted on at the General Meeting of Shareholders, if a certain proposal takes effect as a precondition for other proposals to take effect, the convener shall clearly disclose the relevant preconditions in the notice of the General Meeting of Shareholders, and give special reminders that a certain proposal taking effect is the precondition for the subsequent proposal to take effect.

Article 17 Where the General Meeting of Shareholders intends to discuss the election of directors and supervisors, the notice of the General Meeting of Shareholders shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following information:

- (1) Education background, work experience, part-time work and other personal information;
- (2) Whether there is any affiliated relationship between the Company or its controlling shareholders and the actual controllers;
- (3) The number of the Company's shares held;
- (4) Whether the candidate received punishments or warnings from the CSRC, the Stock Exchange, or other relevant departments.

In addition to adopting the cumulative voting method to elect directors and supervisors, single proposals regarding each candidate for directors and supervisors shall be included.

Article 18 The notice of the General Meeting of Shareholders shall include the following information:

- (1) The time, venue and duration of the meeting;
- (2) Matters and proposals to be submitted to the meeting for consideration;
- (3) It shall be clearly stated that all shareholders have the right to attend the shareholders' meeting or designate a proxy in writing to attend the meeting and vote on his or her behalf, and the proxy need not be a shareholder of the Company;



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- (4) The equity registration date of the shareholders entitled to attend the General Meeting of Shareholders;
- (5) Name and phone number of permanent contact person for meeting affairs.
- (6) Time and procedures of online voting or other voting methods.

Article 19

Where the Company provides online voting channels for shareholders, it shall comply with the formatting requirements for the temporary announcement by Shanghai Stock Exchange and prepare the notice announcement of the General Meeting of Shareholders with the announcement preparation software of Shanghai Stock Exchange, specifying the following information related to online voting:

- (1) The type and sessions of the meeting;
- (2) Time of on-site and online voting;
- (3) Type of shareholders attending the meeting;
- (4) Equity registration date or the last trading day;
- (5) Proposals to be deliberated;
- (6) Online voting process;
- (7) Other information on online voting to be specified.

Article 20

The convener of the General Meeting of Shareholders shall timely prepare the corresponding announcement and provide relevant information for the disclosure in accordance with the provisions of Article 16 of these rules if:

- (1) The General Meeting of Shareholders is postponed or canceled;
- (2) Extempore proposal are added;
- (3) The proposal listed in the notice of the General Meeting of Shareholders is canceled;
- (4) Online voting information needs to be corrected or supplemented.

Article 21

Where a listed company adopts the cumulative voting system to elect directors and supervisors, it shall list the candidates according to the following proposal groups in the notice of convening the General Meeting of Shareholders and submit the candidates for voting:

- (1) Candidates for non-independent directors;
- (2) Candidates for independent directors;
- (3) Candidates for supervisors.

Article 22

The interval time between the equity registration date and the meeting date shall not be more than 7 working days. Once the equity registration date is recognized, it shall not be changed.

Article 23

After the notice of the General Meeting of Shareholders is issued, the General Meeting of Shareholders shall not be postponed or cancelled without proper reasons, and the proposals listed in the notice of the General Meeting of Shareholders shall not be cancelled. In case of any



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extension or cancellation, the convener shall make an announcement and explain the reasons at least 2 working days before the original convening date.

Chapter IV Convening of a General Meeting of Shareholders

Article 24 The Company shall convene the General Meeting of Shareholders at the Company's domicile or places specified in *the Articles of Association*.

The General Meeting of Shareholders shall have a venue and be held in the form of on-site meeting. The Company may facilitate the participation of shareholders in the General Meeting of Shareholders by means of providing safe, economic, convenient network in accordance with the provisions of laws, administrative regulations, requirements of the CSRC and *the Articles of Association*. Shareholders who attend the general meeting of shareholders in the above manner shall be deemed to be present.

Shareholders may attend the shareholders' meeting in person and exercise their voting rights, or may entrust others to attend the meeting on their behalf and exercise their voting rights within the scope of authorization.

Article 25 The voting time and procedures online or by other means shall be clearly stated in the notice of the General Meeting of Shareholders. Where the Company adopts the online voting system of the Stock Exchange to provide online voting methods for shareholders, the on-site General Meeting of Shareholders shall be held on a trading day of the Stock Exchange.

The voting process online or by other means shall not be earlier than 3:00 p.m. on the day before the on-site General Meeting of Shareholders, or later than 9:30 a.m. on the day on which the on-site General Meeting is held, and the end time shall not be earlier than 3:00 p.m. on the day on which the on-site General Meeting shareholders ends.

Article 26 The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the General Meeting of Shareholders. Measures shall be taken to stop acts that interfere with the meeting, cause trouble or infringe on the legitimate rights and interests of shareholders, which shall be timely reported to the relevant departments for investigation and punishment.

Article 27 All shareholders of the Company registered on the stock right registration date or their proxy shall have the right to attend the General Meeting of Shareholders, and the Company and the convener shall not refuse their attendance for any reason.

Article 28 The Board of Directors, independent directors and shareholders representing more than 1% of the



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total number of voting shares issued by the Company, and investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may, as the proxy solicitor, publicly request shareholders or entrust securities companies and securities service institutions to make the request to entrust them to attend the General Meeting of Shareholders and exercise shareholders' rights on their behalf, such as the right to file a proposal and the right to vote, under the following conditions:

- (1) The proxy solicitor has reasonable grounds to solicit the rights and fully discloses relevant information to the shareholders whose voting rights are solicited;
- (2) The voting rights shall be exercised in accordance with the commitments and conditions made to the shareholders whose voting rights are solicited.

The solicitation of voting rights shall be conducted free of charge, and the information shall be fully disclosed to persons. It is prohibited to solicit shareholders' rights publicly in the form of compensation or compensation in disguised form. The Company shall not impose a minimum shareholding limit on the solicitation of voting rights unless otherwise stipulated in the law.

Article 29

An individual shareholder who attends the meeting in person shall show his or her ID card and stock holding certificate; where he or she entrusts another person to attend the meeting on his or her behalf, the proxy shall show his or her ID card, power of attorney and stock holding certificate.

The legal person shareholder's legal representative or the proxy entrusted by the legal representative shall be present at the meeting. Where the legal representative attends the meeting, he or she shall show his or her ID card, a valid certificate that proves his or her qualification for legal representative and the stock holding certificate; where an proxy is entrusted to attend the meeting, the proxy shall show his or her ID card, written power of attorney issued by the legal representative of the legal person according to law, and the stock holding certificate.

Article 30

The power of attorney issued by the shareholders to entrust others to attend the General Meeting of Shareholders shall specify the following information:

- (1) The name of the proxy;
- (2) Whether they have voting rights;
- (3) An instruction to vote for a proposal, against a proposal or abstain from voting on each proposal to be deliberated on the agenda of the General Meeting of Shareholders;
- (4) Date of issuance and term of validity of the power of attorney;
- (5) Signature (or stamp) of the principal. Where the principal is a legal person shareholder, the Company stamp of the legal person shall be affixed.

The power of attorney shall indicate whether the shareholder's proxy may vote according to his or her own will if the shareholder does not give specific instructions.



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Article 31 Where the power of attorney for voting is signed by another person authorized by the principal, the letter of authorization or other authorization documents shall be notarized. The notarized letter of authorization or other authorization documents, and the power of attorney for voting proxy shall be kept at the Company's domicile or other place designated in the notice calling the meeting.

Where the principal is a legal person, its legal representative or a representative authorized by the resolution of the Board of Directors or other decision-making organs shall attend the General Meeting of Shareholders.

Article 32 The Company shall prepare the meeting register of the participants. The register of the meeting shall contain the participants' name (or company name), ID card number, residence address, the number of shares held or representing the voting rights, the name of the principal (or company name) and other matters.

Article 33 The convener and the lawyer shall jointly verify the legality of shareholders' qualifications in accordance with the register of shareholders provided by the securities registration and settlement institution, and register the shareholders' names and the number of voting shares held by them. The registration of the meeting shall be terminated before the host announces the number of shareholders and the proxies present at the meeting and the total number of voting shares held by them.

Article 34 When the Company holds a General Meeting of Shareholders, all directors, supervisors and Secretary of the Board of Directors shall attend the meeting, and the general manager and other senior managers shall sit in on the meeting.

Article 35 The General Meeting of Shareholders shall be presided over by the Chairman of the Board. If the Chairman is unable to or fails to perform his or her duties, the Vice Chairman shall preside; if the Vice Chairman is unable to or fails to perform his or her duties, the Vice Chairman shall preside over the meeting by a director jointly elected by more than half of the directors.

The General Meeting of Shareholders convened by the Board of Supervisors shall be presided over by the Chairman of the Board of Supervisors. If the Chairman of the Board of Supervisors is unable to or fails to perform his or her duties, he or she shall be presided over by a supervisor jointly elected by more than half of the supervisors.

The General Meeting of Shareholders convened by the shareholders themselves shall be presided over by the representative elected by the convener.



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When the General Meeting of Shareholders is held, if the host violates these Rules of Procedures and causes interruption of the meeting, the General Meeting of Shareholders may elect one person to serve as the host and continue the meeting with the consent of more than half of the shareholders who have voting rights present at the meeting.

Article 36 At the Annual General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and each independent director shall give an annual work report to the General Meeting of Shareholders.

Article 37 The directors, supervisors and senior managers shall answer the questions raised by the shareholders and make explanations at the General Meeting of Shareholders. They may refuse to answer a question under any of the following circumstances, but shall explain the reasons to the enquirer:

- (1) The question is irrelevant to the proposals;
- (2) The matter shall be investigated;
- (3) The answer to the inquiry includes the Company's trade secrets or significantly harms the common interests of shareholders;
- (4) Other important matters.

Article 38 The host of the meeting shall announce before voting the number of shareholders and proxies present at the meeting and the total number of voting shares held by them, which shall be subject to the registration at the meeting.

Article 39 The Secretary of the Board of Directors shall be responsible for the minutes of the General Meeting of Shareholders. The minutes of the meeting shall contain the following information:

- (1) The time, venue and agenda of the meeting and the name of the convener;
- (2) The name of the host of the meeting, and the directors, supervisors, Secretary of the Board of Directors, General Manager and other senior managers attending the meeting;
- (3) The number of shareholders and proxies present at the meeting and the total number of voting shares held by them and their proportion of Company's total shares;
- (4) The deliberations on each proposal, the key points of statements and the voting results;
- (5) Shareholder's inquiry or suggestions and corresponding answers or explanations;
- (6) The names of the teller, scrutineer and lawyers;
- (7) Other information that shall be included in the minutes of the meeting as stipulated in *the Articles of Association*.

The directors, Secretary of the Board of Directors, convener or his or her representative and the host present at the meeting shall sign the minutes of the meeting and ensure that the contents are



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true, accurate and complete. The minutes of the meeting shall be kept together with the signed attendance sheet of the meeting, the power of attorney for presence, and the valid materials of voting online or by other means with an retention period of not less than 10 years.

Chapter V Votes and Resolutions of the General Meeting of Shareholders

Article 40 Resolutions of the General Meeting of Shareholders are divided into ordinary resolutions and special resolutions.

An ordinary resolution made at the General Meeting of Shareholders shall be passed by more than one half of the voting rights held by the shareholders present at the meeting or their proxies.

A special resolution made at the General Meeting of Shareholders shall be passed by more than two thirds of the voting rights held by the shareholders or their proxies present at the meeting.

Article 41 The following matters shall be adopted by ordinary resolutions of the General Meeting of Shareholders:

- (1) Work reports of the Board of Directors and the Board of Supervisors;
- (2) Profit distribution plan and loss recovery plan formulated by the Board of Directors;
- (3) The appointment and removal of members of the Board of Directors and the Board of Supervisors, and the compensation and payment methods thereof;
- (4) Annual budget and final accounts of the Company;
- (5) Annual reports of the Company;
- (6) Other matters other than those stipulated by laws, administrative regulations or the *Articles of Association* that shall be adopted by special resolution.

Article 42 The following matters shall be adopted by special resolution of the General Meeting of Shareholders:

- (1) The increase or decrease of the Company's registered capital;
- (2) Division, merger, dissolution, liquidation and changes in corporate form of the Company;
- (3) Amendments to the *Articles of Association*;
- (4) The purchase or sale of material assets or the guarantee amount exceeding 30% of the total audited assets of the Company in the latest period within one year;
- (5) Share incentive scheme;
- (6) Share repurchase as specified in items (1) and (2) of paragraph 1 of Article 22 of the *Articles of Association*;
- (7) Adjustment of profit distribution plan;
- (8) Other matters stipulated by laws, administrative regulations or the *Articles of Association*, as well as other matters determined by ordinary resolutions of the General Meeting of



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Shareholders to have a significant impact on the Company and required to be passed by special resolution.

Article 43 Shareholders or their proxies shall exercise their voting rights according to the number of voting shares they represent, who has one vote per share.

The Company's shares held by the Company itself represent no voting rights, and are excluded from the total number of shares with voting rights present at the General Meeting of Shareholders.

Article 44 A shareholder related to the matters to be deliberated at the General Meeting of Shareholders shall withdraw from voting, and the voting shares held by the shareholder shall not be included in the total number of voting shares of the meeting. The proposals shall be passed with more than one half of the voting rights after excluding those held by the affiliated shareholders; the announcement of the resolution of the General Meeting of Shareholders shall fully disclose the voting conditions of the non-affiliated shareholders.

The shareholders with related relationships may apply for withdrawal of voting on their own, and other shareholders and the Board of Directors of the Company may apply for withdrawal of those shareholders with related relationships from voting. The above applications shall be submitted in writing before the General Meeting of Shareholders, and the Board of Directors shall have the obligation to notify the relevant shareholders of the application immediately. The relevant shareholders may raise objections to the above-mentioned application. If they have not raised objections before voting, the shareholders who have been asked to withdraw in the application shall withdraw from voting; if they have objections to the application, they may request the Board of Supervisors to make a resolution on the application. The Board of Supervisors shall make a resolution before the General Meeting of Shareholders. Those who refuse to accept the resolution may appeal to relevant departments. The implementation of the resolution of the Board of Supervisors shall not be affected by the appeal.

When the General Meeting of Shareholders deliberates significant matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of separate vote counting shall be disclosed in a timely manner.

The Company's shares held by itself carry no voting rights, and those shares are not included in the total number of voting shares present at the General Meeting of Shareholders.

If a shareholder buys the voting shares of the company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the *Securities Law*, the shares exceeding the prescribed proportion shall not have voting rights and shall be excluded from the total number of shares with voting rights attending the General Meeting of Shareholders within 36 months after the purchase.



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Article 45 Unless in a crisis or other special circumstances, the Company shall not enter into a contract with a person other than the directors, General Manager and other senior managers to entrust the management of all or important businesses of the Company to such person without the approval of a special resolution of the General Meeting of Shareholders.

Article 46 The list of candidates for directors and supervisors shall be submitted to the General Meeting of Shareholders for voting in the form of proposals.

The cumulative voting method may be implemented in accordance with *the Articles of Association* or resolution by the General Meeting of Shareholders when the General Meeting of Shareholders votes on the election of directors and supervisors. When a single shareholder and its parties acting in concert hold 30% or more of the Company's shares, the General Meeting of Shareholders shall adopt the cumulative voting method for the election of directors and supervisors.

The term "cumulative voting" as mentioned in the preceding paragraph means that when the General Meeting of Shareholders elects directors or supervisors, each share carries the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by shareholders may be used in a centralized way.

Under the cumulative voting system, independent directors shall be elected separately from other members of the Board of Directors, and the directors and supervisors shall be determined by ranking the votes for candidates in descending order according to the number of directors and supervisors to be elected.

Article 47 In addition to the cumulative voting method, the General Meeting of Shareholders shall vote on all proposals one by one. If there are different proposals on the same matter, the voting will be conducted in chronological order in which the proposals are put forward. The General Meeting of Shareholders shall not neglect or refuse to vote on the proposal except for the suspension of the General Meeting of Shareholders or the failure to make a resolution due to force majeure or other special reasons.

Article 48 When the General Meeting of Shareholders deliberates the proposal, it shall not modify the proposal; otherwise, the relevant change shall be regarded as a new proposal and cannot be voted on at this General Meeting of Shareholders.

Article 49 Only one voting method can be adopted for the same voting right, including on-site and online methods. In case of repeated votes from the same voting right, the first vote shall prevail.



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Article 50 Before the General Meeting of Shareholders votes on a proposal, two shareholders 'representatives shall be elected to participate in the counting and supervising the votes. Shareholders who have an interest in the matters under consideration or their proxies shall not participate in counting and supervising the votes.

When the General Meeting of Shareholders votes on a proposal, the lawyers, shareholders 'representatives and supervisors' representatives shall be jointly responsible for counting and supervising the votes, and the voting results shall be announced on the spot, and the voting results of the resolution shall be recorded in the minutes of the meeting.

Shareholders or their proxies of the company who vote online or by other means have the right to check their voting results through the corresponding voting system.

Article 51 The closing time of the on-site meeting of the General Meeting of Shareholders shall not be earlier than the meeting online or meeting by other means. The host of the meeting shall announce the voting count and result of each proposal at the meeting site, and announce whether the proposal is passed according to the voting result.

Before the formal announcement of the voting results, the tellers, scrutineers, major shareholders, online meeting service provider, the Company and other relevant parties involved in the on-site, online meeting and meeting by other voting methods of the General Meeting of Shareholders shall have the obligation to keep the voting confidential.

Article 52 The shareholders present at the General Meeting of Shareholders shall express one of the following opinions on the proposals submitted for voting: consent, opposition or abstention.

Votes that are blank, wrongly filled in, illegible in writing, and votes that are not cast shall be deemed as a waiver of voting rights by the voter, and the voting result of the shares held by the voter shall be counted as "abstention".

Article 53 If the host of the meeting has any doubt about the result of the resolution submitted for voting, he or she may organize counting of the votes; if the host of the meeting fails to count the votes, and the shareholders or their proxies present at the meeting have any objection to the result announced by the host of the meeting, he or she shall have the right to demand the counting of the votes immediately after the announcement of the voting result, and the host of the meeting shall organize counting of the votes immediately.

Article 54 The resolutions of the General Meeting of Shareholders shall be announced in a timely manner. The announcement shall include the number of shareholders and proxies present at the meeting,



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the total number of voting shares held by the shareholders and their proportion to the total number of voting shares of the Company, the voting methods, the voting results of each proposal and the detailed contents of each resolution passed.

Article 55 If the proposal fails to be adopted, or the resolution of the previous General Meeting of Shareholders is changed by the current General Meeting of Shareholders, a special description shall be made in the announcement of the resolution of the General Meeting of Shareholders.

Article 56 The convener shall ensure that the General Meeting of Shareholders goes on normally until the final resolution is reached. If the General Meeting of Shareholders is suspended or unable to make a resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the General Meeting of Shareholders as soon as possible or directly terminate the General Meeting of Shareholders, and timely announcement shall be made. At the same time, the convener shall report to the CSRC local office and the Stock Exchange.

Article 57 Where the General Meeting of Shareholders approves the proposal for the election of directors and supervisors, the new directors and supervisors shall take office in accordance with the provisions of *the Articles of Association*.

Article 58 Where the General Meeting of Shareholders passes the proposal on cash distribution, bonus share distribution or conversion of capital reserve into shares, the Company shall implement the specific plan within 2 months after the conclusion of the General Meeting of Shareholders.

Article 59 The contents of the resolutions of the General Meeting of Shareholders of the Company that violate laws or administrative regulations are invalid.

The controlling shareholders and actual controllers of the Company shall not restrict or obstruct minority investors from exercising their voting rights according to the laws, nor shall they damage the legitimate rights and interests of the Company and minority investors.

Where the convening procedures or voting methods of the General Meeting of Shareholders violate laws, administrative regulations or the Articles of Association, or any content of the resolution goes against the Articles of Association, the shareholders may, within 60 days from the date of making the resolution, request the People's Court to revoke it.

Chapter VI Supplementary Provisions

Article 60 The term public announcement, notice, or supplementary notice as mentioned in these rules refers to the publication of relevant information on the media designated by the CSRC and the website



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of the Stock Exchange.

- Article 61** The references to “more” or “within” following a figure in these rules shall include that figure, and “exceed”, “less than” or “in excess of” following a figure in these rules shall not include that figure.
- Article 62** These rules shall come into force after being deliberated and approved by the General Meeting of Shareholders of the Company.
- Article 63** The Board of Directors shall be responsible for the interpretation of these rules.

Universal Scientific Industrial (Shanghai) Co., Ltd.

August 24, 2022