

**ACM RESEARCH, INC.**  
**Audit Committee Policies and Practices**

The Board of Directors (the “*Board*”) of ACM Research, Inc. (“*ACM*”) has approved these Audit Committee Policies and Practices (these “*Policies*”) to delineate certain responsibilities of the Audit Committee of the Board (the “*Audit Committee*”). These Policies have been approved by the Board on October 12, 2017 and shall take effect immediately upon the closing of ACM’s initial public offering.

*Hiring Employees of  
Independent Auditors*

As contemplated by the Audit Committee Charter, the Audit Committee has adopted the following policies regarding the hiring of current or former employees of ACM’s independent auditors:

- ACM shall not hire any person if the employment of such person would result in ACM’s current auditor not being independent.
- At least once per year, management shall provide a report to the Audit Committee indicating the education and employment backgrounds of the key members of ACM’s financial department and internal audit group (excluding secretaries and other administrative personnel).

*Receiving and Investigating  
Complaints or Concerns About*

*Accounting or Auditing Matters:* As contemplated by the Audit Committee Charter, the Audit Committee has established the following procedures for:

- the receipt, retention and treatment of complaints received by ACM regarding accounting, internal accounting controls or auditing matters; and
- the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Objectives

These Policies are intended to provide a mechanism by which complaints and concerns regarding accounting, internal accounting controls or auditing matters may be raised and addressed without the fear or threat of retaliation.

ACM desires and expects that its employees, directors, officers, contractors, sub-contractors, vendors, customers and creditors, and others doing business with ACM, will report any complaints or concerns they may have regarding accounting, internal accounting controls or auditing matters.

Procedures for Raising  
Complaints and Concerns

Persons with complaints regarding accounting, internal accounting controls or auditing matters or concerns regarding questionable accounting or auditing matters may submit such complaints or concerns to the attention of the chief executive or financial officer or to the Chair of the Audit Committee by:

- sending a letter or other writing to ACM’s principal executive offices;
- telephone, using a toll-free telephone number; or
- e-mail.

Complaints and concerns may be made anonymously.

Procedures for Investigating  
and Resolving Complaints  
and Concerns

All complaints and concerns received by the chief executive or financial officer shall be forwarded to the Chair of the Audit Committee, unless they are determined to be without merit by the chief financial officer. A record of all complaints and concerns received (including those the chief financial officer has previously determined to be without merit).shall be provided to the Audit Committee each fiscal quarter.

The Audit Committee shall evaluate any complaints or concerns received (including those that are reported on a quarterly basis and that the chief financial officer has previously determined to be without merit). If the Audit Committee desires additional information to evaluate any complaint or concern, it may conduct an investigation, including interviews of persons believed to have relevant information. The Audit Committee may, in its discretion, assume responsibility for directing or conducting any investigation or may delegate such responsibility to another person or entity.

After its evaluation of the complaint or concern, the Audit Committee shall authorize such follow-up actions, if any, as deemed necessary and appropriate to address the substance of the complaint or concern. ACM reserves the right to take whatever action it believes appropriate, up to and including discharge of any employee deemed to have engaged in improper conduct.

Regardless of whether a complaint or concern is submitted anonymously, ACM will strive to keep all complaints and concerns and the identity of those who submit them and participate in any investigation as confidential as possible, limiting disclosure to those with a business need to know. ACM will not penalize or retaliate against any person or entity for reporting a complaint or concern, unless it is determined that the complaint or concern was made with knowledge that it was false. ACM will not tolerate retaliation against any person or entity for submitting, or for cooperating in the investigation of, a complaint or concern. Any retaliation will warrant disciplinary action against the offending party, up to and including termination of employment. Any such retaliation may be unlawful and may result in criminal action.

ACM shall retain records of all complaints and concerns received, and the disposition thereof, for seven years.

*Pre-Approving Audit and  
Non-Audit Services*

As contemplated by the Audit Committee Charter, and in order to maintain the independence of ACM's independent auditor, the Audit Committee has adopted the following policies and procedures relating to the approval of all audit and non-audit services that are to be performed by ACM's independent auditor.

## General Policy

ACM shall not engage its independent auditor to render any audit or non-audit service unless:

- the service is approved in advance by the Audit Committee; or
- the engagement to render the service is entered into pursuant to the pre-approval policies and procedures set forth herein.

Notwithstanding the foregoing, no pre-approval shall be required with respect to the provision of services, other than audit, review or attest services, by the independent auditor if:

- the aggregate amount of all such services is no more than five percent of the total amount paid by ACM to the independent auditor during the fiscal year in which the services are provided;
- such services were not recognized by ACM at the time of the engagement to be non-audit services; and
- such services are promptly brought to the attention of the Audit Committee and approved prior to completion of the audit by the Audit Committee or by the Chair of the Audit Committee.

Regardless of which of the foregoing methods is used to obtain pre-approval, at the time approval is granted, the Audit Committee (or any member of the Audit Committee acting pursuant to delegated authority) shall be provided with information sufficient to enable the Audit Committee (or such member) to:

- know precisely what service it is being asked to pre-approve (for example, by being provided with detailed back-up documentation regarding the specific service to be provided);
- know that any non-audit service to be performed is a permissible non-audit service; and
- make a well-reasoned assessment of the impact of the proposed service on the auditor's independence.

## Pre-approval Based on Policies and Procedures

The Audit Committee hereby delegates authority to the Chair of the Audit Committee to pre-approve any audit or non-audit services to be provided to ACM by its independent auditor.

Any approval of services by a member of the Audit Committee pursuant to this delegated authority shall be reported on at the next regularly scheduled meeting of the Audit Committee.

From time to time, the Audit Committee may pre-approve services that are expected to be provided to ACM by the independent auditor during the next twelve months. At the time such pre-approval is granted, the Audit Committee shall:

- identify the particular pre-approved services in a sufficient level of detail so that management will not be called upon to make a judgment as to whether a proposed service fits within the pre-approved services; and
- establish a monetary limit with respect to each particular pre-approved service, which limit shall not be exceeded without obtaining further pre-approval under these Policies.

At each regularly scheduled meeting of the Audit Committee, management or the independent auditor shall report to the Audit Committee regarding each service actually provided to ACM.

*General*

Administration:

These Policies shall be administered and interpreted by the Audit Committee and may be amended or repealed by the Board.

Dissemination:

These Policies shall be distributed to each director of ACM upon their adoption by the Board and to each subsequently elected director upon commencement of his or her directorship with ACM.