

ACM RESEARCH, INC.

Standards for Director Independence

The Board of Directors (the “*Board*”) of ACM Research, Inc. (“*ACM*”) has approved this policy for Standards for Director Independence (this “*Policy*”) on April 30, 2018, and this Policy shall take effect immediately.

Under the Governance Guidelines adopted by the Board and the requirements of Nasdaq, the Board must consist of a majority of independent directors. Its three standing committees—the audit committee, the nominating and governance committee, and the compensation committee—are composed entirely of directors who are independent.

For a director to be deemed “independent,” the Board must affirmatively determine, based on all relevant facts and circumstances, that the director has no material relationships with ACM (either directly or as a partner, shareholder or officer of an organization that has a relationship with ACM). To assist with the determination of independence, the Board has established categorical standards consistent with the corporate governance standards of Nasdaq. These categorical standards require that, to be independent, a director may not have a material relationship with ACM. Even if a director meets all categorical standards for independence described below, the Board reviews all other relationships with ACM in order to conclude that each independent director has no material relationship with ACM.

The Board annually reviews the independence of all non-employee directors. ACM identifies the directors that it has determined to be independent and discloses the basis for that determination in its annual proxy statement for the election of directors.

Material Relationships with ACM

A director would be deemed to have a material relationship with ACM in any of the following circumstances:

- the director is or has been within the last three years an employee, or has an immediate family member who is or has been within the last three years an executive officer, of ACM or any of its subsidiaries;
- the director has received, or a member of the director’s immediate family has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from ACM or any of its subsidiaries other than director and committee fees and pension or other forms of deferred compensation for prior service, provided that such compensation is not contingent in any way on continued service and provided further that compensation received by a director for former service as an interim chairman or executive officer or by an immediate family member for service as an employee other than an executive officer need not be considered;
- the director (a) is, or has a member of the director’s immediate family who is, a current partner of a firm that is the internal or external auditor of ACM or any of its subsidiaries, (b) is a current employee of such a firm, (c) has an immediate family member who is a current employee of such a firm and who personally works on the audit of ACM or any of its subsidiaries, or (d) was, or has a member of the director’s immediate family who was, within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the audit of ACM or any of its subsidiaries;
- the director is employed, or has a member of the director’s immediate family who is employed, or has been within the last three years employed, as an executive officer of another company where any of

our present executive officers at the same time serves or served on that company's compensation committee;

- the director is an employee, or has a member of the director's immediate family who is an executive officer, of another company that makes payments to, or receives payments from, ACM or its subsidiaries for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues; or
- the director serves as an executive officer of a charitable organization to which ACM has contributed, in any one year within the preceding three years, in excess of the greater of \$1 million or 2% of the charitable organization's consolidated gross revenues.

Material Relationships with an Executive Officer

Consistent with the expectation that non-employee directors will not have professional or financial relationships (including side-by-side investments) that could impair their independence, a director will be deemed to have a material relationship with ACM and not be considered independent, if any of the following apply:

- the director receives, or has an immediate family member who receives, any direct compensation from an executive officer or any immediate family member of an executive officer of the Company;
- an entity affiliated with the director or with an immediate family member of a director receives any payment from any executive officer of the Company, other than in a routine, commercial or consumer transaction with terms no more favorable than those customarily offered to similarly-situated persons;
- the director or an immediate family member of a director receives, or is affiliated with an entity that receives, any payment, whether direct or indirect, for legal, accounting, financial or other professional services provided to an executive officer of the Company or an immediate family member of an executive officer; and
- the director or an immediate family member of a director is a current executive officer of a tax-exempt organization that receives contributions from an executive officer of the Company, in an amount that exceeds the lesser of \$100,000 or 1% of the tax exempt organization's consolidated gross revenues in that fiscal year.

Relationships That Are Not Material

A director generally will not be deemed to have a material relationship with ACM and will be considered independent, if any of the following, when viewed singularly, apply:

- a transaction in which the director's interest arises solely from the director's position as a director of another corporation or organization that is a party to the transaction, and the director did not participate in furtherance or approval of the transaction and the transaction was negotiated on an arms' length basis;
- a transaction in which the director's interest arises solely from the director's ownership of an equity or limited partnership interest in the other party to the transaction, so long as the aggregate ownership of all directors, director nominees, executive officers and five percent stockholders of ACM (together with their immediate family members) does not exceed five percent of the equity or partnership interests in that other party;
- a transaction in which the director's interest arises solely from the director's status as an employee or non-controlling equity owner of a company to which ACM was indebted at the end of our last full fiscal year in an aggregate amount not in excess of five percent of our total consolidated assets;

- ownership by the director of equity or other securities of ACM, as long as the director is not the beneficial owner, directly or indirectly, of more than ten percent of any class of our equity securities;
- the receipt by the director of compensation for service as a member of the board of directors or any committee thereof, including regular benefits received by other non-employee directors;
- any other relationship or transaction that is not listed above and in which the amount involved does not exceed \$120,000;
- any immediate family member of the director having any of the above relationships; and
- any relationship between ACM and a non-immediate family member of the director.

Definitions

For purposes of these standards:

- An “executive officer” means an “officer” for the purposes of Rule 16a-1(f) under the Securities Exchange Act of 1934.
- An “immediate family member” includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than tenants and domestic employees) who shares such person’s home. When applying the three-year look-back provisions above, ACM need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as “independent.” This obligation includes all business relationships between, on the one hand, directors or members of their immediate family, and, on the other hand, ACM and its affiliates or members of senior management and their affiliates, whether or not such business relationships are subject to any other approval requirements of ACM.