

Gpixel Changchun Microelectronics Inc.

長春長光辰芯微電子股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(the "Company")

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION

1.1 The provisions for a shareholder to propose a person for election as a Director of the Company are laid down in Article 83 of the Company's Articles of Association (the "Articles") which takes effect on the date of the listing of the shares of the Company (and as may be amended from time to time).

1.2 Extract of Article 83 is set out below:

(I) *Directors shall be nominated in the following manners and procedures:*

The Board of Directors and shareholders who individually or jointly hold more than 1% of the Company's issued shares may nominate candidates for Directors; the nominator shall obtain the consent of the nominee before nomination and publish detailed information of the candidate, including but not limited to: personal information such as educational background, work experience and part-time positions; whether there is a connected relationship with the Company or its controlling shareholders and actual controllers; the number of shares held in the Company; whether there are circumstances stipulated by laws, administrative regulations, departmental rules or these Articles of Association that disqualify a person from serving as a Directors or whether he or she has been penalized by relevant authorities, etc. The candidate shall make a written commitment before the convening of the Shareholders' general meeting to agree to accept the nomination, undertake that the publicly disclosed information of the Directors candidate is true and complete, and ensure the diligent performance of Directors' duties upon election.

(II) *Except for the the Directors who are not employees' representatives elected through cumulative voting system, each Director candidate shall be proposed in a separate resolution.*

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a Director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a Director of the Company at the general meeting, he/she shall lodge a written notice (the “**Notice**”) with the Company.

3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.

3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given shall be at least seven (7) days.

3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director of the Company pursuant to the Article 50 of the Company's Articles.

Extract of the Article 50 is set out below:

Shareholders severally or jointly holding more than 10% of the shares of the Company are entitled to request the Board of Directors to convene an extraordinary general meeting, and such request shall be made in writing to the Board of Directors. Such written request shall specify the agenda items and include complete proposals.

Shareholders are encouraged to refer to the Articles for further details of the procedures involved.

(If there is any inconsistency between the English and Chinese version of this document, the Chinese version shall prevail.)