

# **Gpixel Changchun Microelectronics Inc.**

## **Terms of Reference of the Strategy Committee of the Board**

### **Chapter 1 General Provisions**

- Article 1** In order to strengthen the core competitiveness, improve the decision-making procedures of investment, enhance the scientific decision-making procedures, and improve the efficiency and quality of investment decision-making according to the needs of strategic development of Gpixel Changchun Microelectronics Inc. (hereinafter referred to as “**the Company**”), the Strategy Committee of the Board was formed and these Terms of Reference were formulated in accordance with the Company Law of the People’s Republic of China, the Articles of Association of Gpixel Changchun Microelectronics Inc. (hereinafter referred to as “**the Articles of Association**”) and other relevant regulations.
- Article 2** The Strategy Committee of the Board is a specific working body established by the Board, which is mainly responsible for conducting research and making suggestions on the long-term development strategies and major development decisions of the Company.

### **Chapter 2 Composition**

- Article 3** The Strategy Committee shall consist of more than three (inclusive) Directors.
- Article 4** Members of the Strategy Committee shall be nominated by the Chairman of the Board, more than half of the independent Directors or more than one-third of all Directors, and shall be selected by the Board.
- Article 5** The Strategy Committee shall have one chairperson.
- Article 6** The Strategy Committee shall have the same term of office as that of the Board. After the term expires, members of the Strategy Committee can be re-elected. If any member ceases to be a Director of the Company during the term of office, he/she automatically loses his/her membership of the Committee and the Committee shall fill the vacancy in accordance with the provisions of Articles 3 to 5 above.

### **Chapter 3 Duties and Authorities**

- Article 7** The main duties and authorities of the Strategy Committee are to study and make suggestions on the long-term development strategic plans of the Company.

**Article 8** The Strategy Committee shall be accountable to the Board and the proposals of the Committee shall be submitted to the Board for consideration and approval.

#### **Chapter 4 Rules of Procedure**

**Article 9** The Strategy Committee meeting shall notify all members five days in advance of the meeting. The meeting shall be presided over by the chairperson or, if the chairperson is unable to attend, he/she may appoint another member to chair the meeting. The aforementioned notice period may be waived by unanimous consent of all members.

**Article 10** Meetings of the Strategy Committee shall only be held when more than half of the members are present. Each member shall have one vote, and resolutions proposed shall be approved by more than half of all members.

**Article 11** The voting methods of the Strategy Committee meetings are poll voting, communication voting, or a combination of poll voting and communication voting.

On the premise of ensuring that all the members may fully express their opinions, the Strategy Committee meeting may pass a written resolution without convening a meeting, provided that it shall comply with the advance notice requirements of these Terms of Reference and such resolution shall be circulated to all members of the Committee. Once a resolution has been signed by the required number of members as required by these Terms of Reference, it will take effect on the date of the last signing member's signature.

**Article 12** The Directors, Supervisors and other senior management members of the Company also may be invited to attend the meeting of the Strategy Committee when necessary.

**Article 13** Where necessary, the Strategy Committee may engage intermediaries to provide professional advice for its decisions, and the cost shall be borne by the Company.

**Article 14** The convening procedures and voting methods of and resolution passed by the Strategy Committee's meeting shall comply with provisions of relevant laws, regulations, the Articles of Association and these Terms of Reference.

**Article 15** The Strategy Committee shall keep minutes of its meetings. Members present at a meeting shall sign the minutes of that meeting. Such meeting minutes shall be kept by the secretary of the Board of the Company.

**Article 16** Any resolution passed and the result of voting at a meeting of the Strategy Committee shall be reported in writing to the Board of the Company.

**Article 17** All members attending a meeting shall keep confidential all matters discussed at the meeting and shall not disclose any relevant information without authorization.

### **Chapter 5 Supplementary Provisions**

**Article 18** For the purposes of these Terms of Reference, the term “more than” is an inclusive term.

**Article 19** These Terms of Reference shall take effect on the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange after being considered and approved by the Board.

**Article 20** Any matters not covered hereunder shall be subject to the provisions of relevant laws, regulations and the Articles of Association; if these Terms of Reference are in conflict with the laws and regulations promulgated in the future, or the Articles of Association as amended by lawful procedures, the latter shall prevail and amendments to these Terms of Reference shall be made immediately and submitted to the Board for consideration and approval.

**Article 21** The Board reserves the right of interpretation of these Terms of Reference.