

PERFECT OPTRONICS LIMITED
圓美光電有限公司
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION
AS A DIRECTOR**

Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles**”), for shareholders to propose a person for election as a director of the Company (“**Director**”).

Article 113 of the Articles provides that no person other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 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 will be at least 7 days.

Accordingly, if a shareholder of the Company (the “**Shareholder**”) wishes to propose a person other than a Director for election as a Director at the Company’s general meeting (the “**Proposal**”), he/she should lodge a written notice setting out the Proposal with his/her contact details (e.g. name and address) clearly stated in an eligible manner, validity of which is subject to verification and confirmation by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, according to its records, at the head office of the Company at Flat 905, 9/F, Tower B, Hunghom Commercial Centre, No. 37 Ma Tau Wai Road, Kowloon, Hong Kong for the attention of the Company Secretary.

In addition, the aforesaid notice should be accompanied by (a) the biographical details referred to in Rule 17.50(2) of the GEM Listing Rules and such other information (e.g. contact details including residential address and telephone number(s), and Hong Kong Identity card/ passport number) of the proposed Director and (b) a written notice signed by the proposed Director confirming his/her willingness to be elected, the accuracy and completeness of his/her biographical details to be disclosed under Rule 17.50(2) of the GEM Listing Rules and his/her consent to the disclosure by the Company of his/her biographical details in accordance with the requirements of the GEM Listing Rules.

Upon receipt of the above notices, the Company shall publish an announcement or issue a supplemental circular the Shareholders in accordance with the requirements of the GEM Listing Rules, in each case containing, amongst others, the biographical details of the proposed Director.

This procedure is subject to review by the Board from time to time and shall be posted on the Company’s website at www.perfect-optronics.com.

Note: Shareholders may refer to Rule 17.50(2) of the GEM Listing Rules available on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkex.com.hk>.

February 2014