全宇生技控股有限公司
All Cosmos Bio-Tech Holding Corporation
2019 Annual General Meeting
Meeting Minutes

Date and time : June 19, 2019 at 9:00 a.m. (Wednesday)

Location of the Meeting : 15F., No. 99, Fuxing N. Rd., Songshan Dist., Taipei City 10595, Taiwan (R.O.C.) (Primasia Conference & Business Center)

Announcement of the commencement of the Meeting :
At 9:00 a.m., the number of shares in attendance is 47,749,411 shares which constitutes 74.56% of the total 64,034,001 shares issued and the statutory meeting quorum is met. Chairman Mr Shih-Hao Peng announces the commencement of the meeting.

Attending directors : (Six)

Directors : Mr Shih-Hao Peng, Ms Chia-Lin Peng, Mr Ken-Tsai Hsu, Mr Lu-Chang Chang
Independent Directors : Mr Yung-Cheng Yang, Mr Tze-Wu Lo

1. **Chairman's Remarks :** (Omitted)

2. **Reporting Matters**

Agenda 1 : 2018 Business Report. (Proposed by the Board of Directors)
Explanation : Please refer to Attachment I for the 2018 Business Report.
(Noted)

Agenda 2 : 2018 Financial Statement as examined by the Audit Committee. (Proposed by the Audit Committee)
Explanation : Please refer to Attachment II for the Audit Report of the Audit Committee on the Business Report, the Financial Statements and Earnings Distribution for 2018.
(Noted)

Agenda 3 : Report on the Distribution of Employees' Compensation and Directors' Remuneration for 2018. (Proposed by the Board of Directors)
Explanation :
1. Pursuant to Company's Articles of Incorporation and the approval by The Company's Board of Directors, NT$ 9,628,419 is declared as the Company's 2018 employees'

compensation, and NT$ 6,418,946 is declared as directors' remuneration, each if which respectfully represent 3% and 2% of the Pre-tax net profit before distribution.

2. There is no difference between the distribution of 2018 employees' compensation and directors' remuneration and the estimated amount of expenses on the account for the current year. Both are paid in cash.

(Noted)

3. Adoption Matters

Agenda 1 : 2018 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation :

1. The Company's 2018 Consolidated Financial Statements, have duly audited by Independent Auditors, Ms. Chiang Hsun Chen and Mr. Cheng Chuan Yu, of Deloitte & Touche with unqualified opinions. In addition, 2018 Business Report and Consolidated Financial Statements have been duly approved by the Board of Directors and examined by the Audit Committee.
2. Please refer to Attachment I and III for the 2018 Business Report and the Consolidated Financial Statements for 2018 and 2017.
3. Adoption is respectfully requested.

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,502,938 (Inclusive of electronic voting rights：170,937)	99.48%
Votes against : 7,010 (Inclusive of electronic voting rights：7,010)	0.01%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%

Abstaining votes and no votes : 237,463 (Inclusive of electronic voting rights：95,463)	0.49%

Agenda 2 : 2018 Earnings Distribution Proposal (Proposed by the Board of Directors)

Explanation :

1. The Board has adopted a Proposal for Distribution of 2018 Profits in accordance with the Company Act and Articles of Incorporation.
2. The Company's 2018 annual net profit after tax in NT$ 305 millions, the proposed earnings distribution is allocated from Earnings in 2018 available for distribution. Cash dividends on common shares will be distributed as NT$2.40 per share.
3. The 2018 Earnings Distribution Proposal is shown as per below:

All Cosmos Bio-Tech Holding Corporation.

2018 Earnings Distribution Proposal

Unit : NT$

Items	Amount
Beginning Balance of Undistributed Earnings	313,957,702
Add : Net Profit for the Period	305,057,856
Less : 10% Legal Reserve	(30,505,786)
Adjustment of retained earnings due to investment using equity method	(269,159)
Add : Revolving the Special Surplus Reserve According to Law	(1,664,118)
Available for Distribution Surplus	586,576,495
Distributable Item	
Cash Dividends on Common Shares (NT$ 2.40 per share)	(153,681,602)
Closing Balance of Undistributed Earnings	432,894,893

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,502,938 (Inclusive of electronic voting rights：170,937)	99.48%
Votes against : 7,010 (Inclusive of electronic voting rights：7,010)	0.01%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 237,463 (Inclusive of electronic voting rights：95,463)	0.49%

4. Discussion Matters

Agenda 1 : Amendment to the Company's Articles of Incorporation. (Proposed by the Board of Directors)

Explanation :

1. In response to the recent amendment to Taiwan's Company Act and operation needs, it is proposed to amend the Company's Articles of Incorporation. The proposed amendment have duly approved by the Board of Directors.
2. Please refer to Attachment IV for the comparison table and the Company's amended Articles of Incorporation
3. Approval is respectfully requested.

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,502,938 (Inclusive of electronic voting rights：170,937)	99.48%

Votes against : 7,010 (Inclusive of electronic voting rights：7,010)	0.01%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 237,463 (Inclusive of electronic voting rights：95,463)	0.49%

Agenda 2 : Amendment to the Company's Procedures Governing the Acquistition or Disposal of Assets. (Proposed by the Board of Directors)

Explanation :

1. To comply with the amendments to the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" announced by the Financial Supervisory Commmission on November 26, 2018, it is proposed to amend the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies". The Board has adopted to revise "Procedures for Acquisition or Disposal of Assets" to reflect such regulatory amendments and to address future operational needs.
2. Please refer to Attachment V for the comparison table for Procedures for Acquisition or Disposal of Assets.
3. Approval is respectfully requested.

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,495,938 (Inclusive of electronic voting rights：163,937)	99.47%
Votes against : 14,010 (Inclusive of electronic voting rights：14,010)	0.02%

Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 237,463 (Inclusive of electronic voting rights：95,463)	0.49%

Agenda 3 : Amendment to the Company's Procedures for Governing Lending of Company Funds to Others (Proposed by the Board of Directors)

Explanation :

1. To comply with the amendments to the "Governing Lending of Company Funds to Others" announced by the Financial Supervisory Commission, it is proposed to amend the "Regulations Governing Lending of Company Funds to Others by Public Companies". The Board has adopted to revise Procedures for Governing Lending of Company Funds to Others to reflect such regulatory amendments and to address future operational needs.
2. Please refer to Attachment VI for the comparison table for Procedures for Governing Lending of Company Funds.
3. Approval is respectfully requested.

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,502,938 (Inclusive of electronic voting rights：170,937)	99.48%
Votes against : 7,010 (Inclusive of electronic voting rights：7,010)	0.01%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 237,463 (Inclusive of electronic voting rights：95,463)	0.49%

Agenda 4 : Amendment to the Company's Procedures for Endorsements and Guarantees (Proposed by the Board of Directors)

Explanation :

1. To comply with the amendments to the "Procedures for Endorsements and Guarantees" announced by the Financial Supervisory Commission, it is proposed to amend the "Procedures for Endorsements and Guarantees by Public Companies". The Board has adopted to revise Procedures for Endorsements and Guarantees to reflect such regulatory amendments and to address future operational needs.
2. Please refer to Attachment VII for the comparison table for Procedures for Endorsements and Guarantees.
3. Approval is respectfully requested.

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,501,938 (Inclusive of electronic voting rights：169,937)	99.48%
Votes against : 7,010 (Inclusive of electronic voting rights：7,010)	0.01%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 238,463 (Inclusive of electronic voting rights：96,463)	0.49%

Agenda 5 : Amendment to the Company's Rules Governing the Procedures for Shareholders' Meetings. (Proposed by the Board of Directors)

Explanation :

1. In response to the recently amended Articles of Taiwan's Company's Act and to enhance the protection of shareholders' rights and interest, it is proposed to amend the Company's "Rules of Procedures for Shareholders' Meetings" to reflect such regulatory amendments

and to address future operational needs.

2. Please refer to Attachment VIII for the comparison table for Rules of Procedures for Shareholders’ Meetings.

3. Approval is respectfully requested.

RESOLVED : Approved as proposed, voting results as follows:

Number of votes represented by attending shareholders : 47,747,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,502,938 (Inclusive of electronic voting rights：170,937)	99.48%
Votes against : 7,010 (Inclusive of electronic voting rights：7,010)	0.01%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 237,463 (Inclusive of electronic voting rights：95,463)	0.49%

5. Directors’ Re-election

Agenda : To re-elect the Directors and Independent Directors (Proposed by the Board of Directors)

Explanation :

1. The three-year term of the current Board will be ended on 06/18/2019. The Board of Directors have duly approved to re-elect new Board Members at Company's 2019 Annual Shareholders Meeting. The shareholders’ meeting shall elect 9 directors (including 3 Independent Directors). After election, the new appointment term will be for three years which is started from 06/19/2019 until 06/18/2022.

2. The Directors and Independent Directors shall be elected by adopting candidates nomination system as specified in Article 192-1 of the Company Act. The Directors and Independent Directors shall be elected from the nominated candidates. The list of elected directors and

their elected votes are as follows :

Election results :

Position Held	Name	Elected votes
Director	All Cosmos Investment Ltd. Representative : Shih-Hao Peng	86,996,082
Director	SHENG HUA Ltd. Representative : Sheng-Ching Peng	56,001,864
Director	MAXTRENGTH CORPORATION Representative : Chia-Lin Peng	53,356,864
Director	Ken-Tsai Hsu	41,952,864
Director	Lu-Chang Chang	41,733,364
Director	Kheng-Hoy Chee	41,952,864
Independent Director	Tze-Wu Lo	35,093,364
Independent Director	Yung-Cheng Yang	35,077,363
Independent Director	Wen-Chuan Lee	34,794,363

6. Other Business

Agenda : Release the Company's Directors from Non-Competition Restrictions. (Proposed by the Board of Directors)

Explanation :

1. Pursuant to Article 209 of the Company Act, A director conducting either for himself or on behalf of another person, activities that are within the scope of the company's business, shall explain to the Shareholders' Meeting the essential contents of such activities and obtain its approval for conducting such activities. In addition, in accordance with Article 178 of the Company Act, a shareholder has a personal interest in the matter under discussion at a

meeting, which may impair the interest of the company, shall not vote or exercise voting rights on behalf of another shareholder.

2. A director of the Company, if engaging in acts of participation in other business operations similar or identical to the Company's scope of operations shall, pursuant to Article 209 of the Company Act, request the Shareholders' Meeting to exempt the director from non-competition restrictions and to release the director from the requirement to disgorge his income from competitive activities. The details shown as per below :

Name of Directors and their Representatives	Job Title	Release the prohibition from participation in competitive business
All Cosmos Investment Ltd Representative : Shih-Hao Peng	Director	All Cosmos Industries Sdn. Bhd. Director Sabah Softwoods Hybrid Fertiliser Sdn. Bhd. Director Grains & Green Sdn. Bhd. Director Kinabalu Life Sciences Sdn. Bhd. Director Sawit Ecoshield Sdn. Bhd. Director GK Bio International Sdn. Bhd. Director PT All Cosmos Biotek Director
SHENG HUA Ltd Representative：Sheng-Ching Peng	Director	All Cosmos Industries Sdn. Bhd. Director
MAXTRENGTH CORPORATION Representative : Chia-Lin Peng	Director	GK Bio International Sdn. Bhd. Director
Kheng-Hoy Chee	Director	Arif Efektif Sdn. Bhd. Director Malaysian Rubber Research Institute Director
Wen-Chuan Lee	Independent Director	Reboot Agricultural Technology Owner Taiwan Formosa Organic Association Deputy Managing Director

RESOLVED : Approved as proposed**,** voting results are as follows:

Number of votes represented by attending shareholders : 47,749,411

Voting Results	Accounted for the voting rights of the attending shareholders (%)
Votes in favor : 47,449,938 (Inclusive of electronic voting rights：117,937)	99.37%

Votes against : 2,010 (Inclusive of electronic voting rights：2,010)	0.00%
Invalid votes : 0 (Inclusive of electronic voting rights：0)	0.00%
Abstaining votes and no votes : 297,463 (Inclusive of electronic voting rights：153,463)	0.62%

7. Ad Hoc Motions

After inquiring all participating shareholders, no one raised ad hoc motions.

8. Meeting Adjourned

Meeting adjourned at 9:36 a.m. All items in today's meeting agenda have been discussed and the Chairman announces that the meeting is adjourned.

Chairman : Shih-Hao Peng **Secretary : Cindy Fang**

Attachment I

2018 Business Report

Dear Shareholders

2018 is the first time in 20 years that All Cosmos has faced multiple external challenges. However, with the contribution of new corporate customers' sales, this year's revenue can still maintain its growth trend, and it will be implemented steadily in the future biological vaccine factory and Indonesian plant. All Cosmos' long-term growth trend remains unchanged. Although at this point in time, the overall mid-stream and downstream industries are facing short-term challenges of sustained and significant growth, all short and mid-term plans of the Company are still in a stable layout and in progress. Therefore, the Company still has its confidence for the long-term development. In addition, the Company has already begun to actively develop the different crops and areas, and it is expected that the products will be effectively dispersed in the future with its mixamization. Therefore, All Cosmos recently established a branch office in Taiwan, and in the future it is expected to contribute to the patent technology of the Company's unique microbial biochemical compound fertilizer in Taiwan's agriculture. It is our honour to present the Company's past year's operating results and the future prospects to the Shareholders.

1. 2018 Operating Results

1.1 Business plan implementation results

Unit：NT$ in Thousand；%

	2018	2017	Increase (Decrease) Amount	Change Ratio
Operating Revenue	2,687,581	2,263,652	423,929	18.73%
Gross Profit	774,594	751,521	23,073	3.07%
Net Profit For The Year	305,058	322,873	(17,815)	(5.52%)

In 2018, the Company's revenue increased by 18.73% or NT$423,929 as compared with 2017. It mainly increased in the sales of chemical fertilizers. The customers are Corporate companies with a large scale of oil palm plantations. The orders of these corporate customers are mostly from tender. The bidding price is given according to the formula and product type that is regulated. Since it is necessary to have business deal with these corporate customers, the company must enter its supply chain with accommodate the customers' requirement with sacrificing the margin, after building up certain relationship, we will then gradually promote our bio fertilisers to them or recommendations for field trials. Due to the competition in chemical fertilizer bidding prices, the gross profit margin is low. Therefore, although the revenue is increased in 2018, it is mainly due to the increase in chemical fertilizers sales, which affect the reduction of gross profit. In addition, due to the heavy decline in palm oil prices and affecting the income of the plantation, in order to control its costs, planters prefer to choose the lower cost chemical fertilizers even though lower efficiency.

In the operation expenses-selling and distribution expenses, there was an increase in warehouse storage charges in 2018 as compared to 2017, this is due to subsidiary – ACI set up the warehousing services in Philippines in order to response to the shipment demand of the corporate customer Sumifru, thus increasing the storage management fee at USD 35 per metric ton, in total is about NT$ 11.293 thousands for the year.

In anticipation of credit impairment losses, in 2018, it increased by NT$ 26,048 thousands as compared to 2017, it is mainly due to the increase in Accounts Receivable outstanding. The price of palm oil befan to weaken in 2018 and fell below MYR 2,000 in the fourth quarter. The revenue of planters was greatly affected and caused out the customers began to extend the payment to the Company. In addition, in May 2018, Malaysia experienced the first time of changing of government in 60 years, most of the top management of the public enterprises were replaced, which also affected the internal operations. Payment arrangements, decision-making and others have caused the delay, hence the Company's Accounts Receivable Aging getting longer in the third quarter.

Subsidiary Co-ACI has met the requirements of Income Tax (Exemption) (No. 17) for its research and development, and has been approved by the Ministry of Finance of Malaysia to entitle 100% of its taxable income for 10 years. The credit period is from March 27, 2008 until March 26, 2018. As due to the expiration of the credit period, it is started to pay income tax in 2018.

1.2 Financial Revenue and Profitability

<table>
<tr><th colspan="2">Financial Ratio Item</th><th>2018</th><th>2017</th></tr>
<tr><td rowspan="2">Financial Structure (%)</td><td>Debt to Asset Ratio</td><td>14.75</td><td>12.73</td></tr>
<tr><td>Long-Term Capital to Fixed Assets Ratio</td><td>460.25</td><td>444.78</td></tr>
<tr><td rowspan="2">Solvency (%)</td><td>Current Ratio</td><td>545.97</td><td>738.57</td></tr>
<tr><td>Quick Ratio</td><td>368.88</td><td>592.35</td></tr>
<tr><td rowspan="3">Profitability (%)</td><td>Return on Assets</td><td>11.28</td><td>13.88</td></tr>
<tr><td>Return on Equity</td><td>14.49</td><td>19.15</td></tr>
<tr><td>Earning Per Share (NT$)</td><td>4.76</td><td>5.31</td></tr>
</table>

2. 2019 Operating Plan Summary

Continued the fall in palm oil prices in the fourth quarter of last year and political changes in major markets, this year will be a challenging year for the Company in 2019, and it is also an important year to be globalization. All Cosmos's key core microbial technology, mastering the acquisition of organic materials or chemical raw materials, and the customer resources that have been cultivated for 20 years which have formed a strong backing and solid foundation under the combination of the three. The Company has its peak performance since 2009, and will continue to create a future prosperity.

The international palm oil price has stabilized, as the two major palm oil exporting countries of Indonesia and Malaysia have adopted the relevant policy to response , and the Company is still paying close attention to its follow-up trend. In additiona to actively exploring the new oil palm market in Indonesia and using the Company's core microbial technology to develop high-value crops such as rubber, papaye and durian, the Company is actively participate into the market of high-value crops. In addition to the Company's operational performance to be more stable and diversify, the two major layouts of the green circular economy will gradually contribute, as the Company's short and mid-term growth mementum.

The Green Circular Economy has established a joint venture with major customers to set up two companies to assist in setting up a specialized treatment plant around its refinery, directly recycling the remaining organic matter in the oil extraction process, in addition to effectively reducing the cost of freight, and investing differently for different needs. Microorganisms, customized, and made into professional microbial compound fertilizer for preventing plant diseases and pest and ganoderma diseases. The second layout of the green recycle economy, through recyling of the surplus by-products, introduces a professional microbial compound fertilizer that can improve soil pH, not only can effectively protect the environment, but also enhance the soil's ability to absorb nutrients, while having low unit price and high margin. The green circular economy will be one of the Company's future operational priorities.

After 20 years of deep cultivation in the Malaysian compound fertilizer market, All Cosmos has grown in the past with higher average growth rate of the overall fertilizer industry and has become a pioneer in the global bio-compound fertilizer industry. The Company has more than 500 kinds of microbial strains and two patented technologies with high-end agricultural technology, including quantitative microbial technology and stabilzer technology platform. The Company will use the technology resources with more effectively and to expand the markets and industries with high growth potential. Global environmental awareness and sustainable agriculture are gradually rising, coupled with soil deterioration and ecological problems, and it is bound to require All Cosmos's advanced biotechnology and agricultural technology to help improve and maintain the environment. All Cosmos will continue to strive to improve and research effective microbial populations. While continuously creating technologically leading milestones, it will accumulate the experience and integrate all technical resources to provide a solid foundation for the Company's future market operation strategy.

We hope that we can show our business results to our shareholders with our peers' efforts and our dedication. We will enbrace the spirit of continuous improvement and maintain a continuous improvement attitude. Under the cautious efforts of step by step, we will meet up the expectations of the shareholders. Finally, we would like to thanks our partners, sharheolders and hardworking staffs for their long-standing support. I would like to express my sincere gratitude!

All Cosmos Bio-Tech Holding Corporation

Peng, Shih Hao

Attachment II

All Cosmos Bio-Tech Holding Corporation

Examination Report of the Audit Committee

The Board of Directors has prepared this Company's 2018 business report, financial statements (including consolidated financial statements) and the earnings distribution plan, among which the financial statements (including consolidated financial statement) have been audited by external auditors Chiang Hsun Chen and Cheng Chian Yu of Deloitte & Touche, who have submitted an audit report. The above statements and reports have been examined by the Audit Committee and no irregularities were found. We hereby report as above in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please kindly approve.

To : All Cosmos Bio-Tech Holding Corporation
2019 Annual General Meeting

Audit Committee

Convener Yung Cheng Yang

Date : March 26, 2019

Attachment III

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
All Cosmos Bio-Tech Holding Corporation

Opinion

We have audited the accompanying consolidated financial statements of All Cosmos Bio-Tech Holding Corporation (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2018 and 2017 and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2018. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2018 are stated as follows:

Impairment of Trade Receivables

At the end of the reporting period, the balance of net trade receivables (including related parties) of the Group was $808,203 thousand, which amounted to 27% of the Group's total assets. When assessing the allowance for impairment losses on trade receivables, management took into consideration past default experience of the debtor and an analysis of the debtor's current financial position. Refer to Notes 4(m), 5(a), and 8 in the consolidated financial statements for the details on the accounting policy, accounting estimation and assumption uncertainty and relevant disclosures of the impairment of accounts receivables. Since the assessment of the expected credit loss rate on trade receivables is subject to management's judgment, we identified such assessment as a key audit matter.

Our key audit procedures performed in respect of the above mentioned assessment included the following:

1. We understood management's assumptions used in assessing the expected credit loss rate and ascertaining the reasonableness of the assumptions;

2. We sampled the documentation of the aging of trade receivables provided by management to test the accuracy;

3. We performed our own calculation of the expected credit loss on trade receivables based on the expected credit loss rate provided by management in order to assess the reasonableness of the recognition of the allowance for impairment loss on trade receivables; and

4. We reviewed the subsequent collections of overdue trade receivables to evaluate the adequacy of the allowance for impairment losses on trade receivables.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2018 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chiang Hsun Chen and Cheng Chuan Yu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 26, 2019

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018		2017	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Notes 3, 4 and 6)	$ 591,505	20	$ 993,829	37
Financial assets at fair value through profit or loss - current (Notes 3, 4 and 7)	31,591	1	22,152	1
Trade receivables, net (Notes 3, 4, 5, 8 and 23)	787,960	26	542,468	20
Trade receivables from related parties (Notes 3, 4, 5, 23 and 34)	20,243	1	6,806	-
Other receivables (Notes 3, 4 and 8)	20,306	1	6,537	-
Other receivables from related parties (Notes 3, 4 and 34)	15	-	-	-
Current tax assets (Notes 4 and 25)	3,628	-	-	-
Inventories (Notes 4 and 9)	612,453	21	248,137	9
Prepayments (Note 17)	61,206	2	119,736	5
Prepayments for leases (Notes 3, 15 and 35)	4,103	-	2,263	-
Other financial assets - current (Notes 3, 4 and 16)	921	-	889	-
Total current assets	2,133,931	72	1,942,817	72
NON-CURRENT ASSETS				
Investments accounted for using the equity method (Notes 4 and 11)	14,768	1	-	-
Property, plant and equipment (Notes 4, 12 and 35)	482,291	16	475,961	18
Goodwill (Notes 4 and 13)	5,667	-	385	-
Other intangible assets (Notes 4 and 14)	2,913	-	1,694	-
Deferred tax assets (Notes 4 and 25)	28,564	1	12,236	-
Other financial assets - non-current (Notes 3, 4, 16 and 35)	125,025	4	120,796	5
Long-term prepayments for leases (Notes 3, 15 and 35)	171,888	6	120,769	5
Other non-current assets (Note 17)	9,823	-	12,852	-
Total non-current assets	840,939	28	744,693	28
TOTAL	$ 2,974,870	100	$ 2,687,510	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 35)	$ 146,785	5	$ 60,204	2
Contract liabilities - current (Notes 3, 4, 23 and 34)	9,867	-	-	-
Trade payables	48,263	2	40,106	2
Other payables (Note 20)	147,058	5	123,117	5
Other payables to related parties (Note 34)	7	-	-	-
Current tax liabilities (Notes 4 and 25)	9,876	-	4,107	-
Current portion of long-term borrowings (Notes 18 and 35)	23,995	1	22,701	1
Finance lease payables - current (Notes 3, 4, 19 and 35)	964	-	768	-
Other current liabilities (Note 20)	4,040	-	12,049	-
Total current liabilities	390,855	13	263,052	10
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 18 and 35)	21,217	1	44,969	2
Deferred tax liabilities (Notes 4 and 25)	26,143	1	33,054	1
Finance lease payables - non-current (Notes 3, 4, 19 and 35)	567	-	1,079	-
Guarantee deposits received (Note 20)	22	-	30	-
Total non-current liabilities	47,949	2	79,132	3
Total liabilities	438,804	15	342,184	13
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4 and 22)				
Share capital				
Ordinary shares	640,340	22	640,340	24
Capital surplus	781,838	26	781,838	29
Retained earnings				
Legal reserve	133,129	5	100,842	4
Special reserve	310,434	10	369,143	14
Unappropriated earnings	618,747	21	457,226	17
Total retained earnings	1,062,310	36	927,211	35
Other equity	(312,099)	(11)	(310,434)	(12)
Total equity attributable to owners of the Company	2,172,389	73	2,038,955	76
NON-CONTROLLING INTERESTS	363,677	12	306,371	11
Total equity	2,536,066	85	2,345,326	87
TOTAL	$ 2,974,870	100	$ 2,687,510	100

The accompanying notes are an integral part of the consolidated financial statements.

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	**%**	**Amount**	**%**
OPERATING REVENUE (Notes 3, 4, 23 and 34)				
Sales	$ 2,687,581	100	$ 2,263,652	100
OPERATING COSTS (Notes 9 and 24)				
Cost of goods sold	(1,912,987)	(71)	(1,512,131)	(67)
GROSS PROFIT	774,594	29	751,521	33
OPERATING EXPENSES (Notes 24 and 34)				
Selling and marketing expenses	(197,888)	(8)	(155,994)	(7)
General and administrative expenses	(187,302)	(7)	(184,350)	(8)
Research and development expenses	(6,587)	-	(4,456)	-
Expected credit loss	(26,048)	(1)	-	-
Total operating expenses	(417,825)	(16)	(344,800)	(15)
PROFIT FROM OPERATIONS	356,769	13	406,721	18
NON-OPERATING INCOME AND EXPENSES (Notes 4 and 24)				
Other income	20,976	1	14,204	1
Other gains and losses	39,956	2	(473)	-
Finance costs	(18,666)	(1)	(13,517)	(1)
Share of loss of associates (Note 11)	(20)	-	-	-
Total non-operating income and expenses	42,246	2	214	-
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	399,015	15	406,935	18
INCOME TAX EXPENSE (Notes 4 and 25)	(50,328)	(2)	(10,512)	(1)
NET PROFIT FOR THE YEAR	348,687	13	396,423	17
OTHER COMPREHENSIVE (LOSS) INCOME (Notes 4, 22 and 25)				
Items that will not be reclassified subsequently to profit or loss:				
Exchange differences on translation to the presentation currency	(431)	-	67,059	3

(Continued)

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2018		2017	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	$ (1,508)	-	$ (358)	-
Income tax relating to items that may be reclassified subsequently to profit	362	-	86	-
Other comprehensive (loss) income for the year, net of income tax	(1,577)	-	66,787	3
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 347,110	13	$ 463,210	20
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	$ 305,058	11	$ 322,873	15
Non-controlling interests	43,629	2	73,550	3
	$ 348,687	13	$ 396,423	18
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	$ 303,393	11	$ 381,582	17
Non-controlling interests	43,717	2	81,628	3
	$ 347,110	13	$ 463,210	20
EARNINGS PER SHARE (Note 26)				
From continuing operations				
Basic	$ 4.76		$ 5.31	
Diluted	$ 4.75		$ 5.30	

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company									
	Share Capital			Retained Earnings			Other Equity			
	Number of Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Total	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2017	56,500	$ 565,000	$ 411,187	$ 76,520	$ 280,637	$ 368,656	$ (369,143)	$ 1,332,857	$ 224,743	$ 1,557,600
Appropriation of 2016 earnings (Note 22)										
Legal reserve	-	-	-	24,322	-	(24,322)	-	-	-	-
Special reserve	-	-	-	-	88,506	(88,506)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(121,475)	-	(121,475)	-	(121,475)
Issuance of ordinary shares for cash (Note 22)	7,534	75,340	365,114	-	-	-	-	440,454	-	440,454
Share-based payments (Notes 22 and 27)	-	-	5,537	-	-	-	-	5,537	-	5,537
Net profit for the year ended December 31, 2017	-	-	-	-	-	322,873	-	322,873	73,550	396,423
Other comprehensive income for the year ended December 31, 2017, net of income tax	-	-	-	-	-	-	58,709	58,709	8,078	66,787
Total comprehensive income for the year ended December 31, 2017	-	-	-	-	-	322,873	58,709	381,582	81,628	463,210
BALANCE AT DECEMBER 31, 2017	64,034	640,340	781,838	100,842	369,143	457,226	(310,434)	2,038,955	306,371	2,345,326
Appropriation of 2017 earnings (Note 22)										
Legal reserve	-	-	-	32,287	-	(32,287)	-	-	-	-
Special reserve	-	-	-	-	(58,709)	58,709	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(169,690)	-	(169,690)	-	(169,690)
Acquisition of interests in subsidiaries (Notes 22 and 28)	-	-	-	-	-	-	-	-	754	754
Changes in percentage of ownership interests in subsidiaries (Notes 22 and 29)	-	-	-	-	-	(269)	-	(269)	269	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	12,566	12,566
Net profit for the year ended December 31, 2018	-	-	-	-	-	305,058	-	305,058	43,629	348,687
Other comprehensive (loss) income for the year ended December 31, 2018, net of income tax	-	-	-	-	-	-	(1,665)	(1,665)	88	(1,577)
Total comprehensive income (loss) for the year ended December 31, 2018	-	-	-	-	-	305,058	(1,665)	303,393	43,717	347,110
BALANCE AT DECEMBER 31, 2018	64,034	$ 640,340	$ 781,838	$ 133,129	$ 310,434	$ 618,747	$ (312,099)	$ 2,172,389	$ 363,677	$ 2,536,066

The accompanying notes are an integral part of the consolidated financial statements.

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 399,015	$ 406,935
Adjustments for:		
Excepted credit loss recognized on trade receivables	26,048	-
Impairment loss reversed on trade receivables	-	(3,671)
Depreciation expenses	45,307	39,962
Amortization expenses	908	876
Amortization of prepayments for leases	2,760	2,177
Net gain on fair value change of financial assets at fair value through profit or loss	(10,020)	(7,964)
Finance costs	18,666	13,517
Interest income	(12,614)	(11,970)
Compensation costs of employee share options	-	5,537
Share of loss of associates by equity method	20	-
Gain on disposal of property, plant and equipment	(73)	(661)
Write-downs of inventories	-	1,826
Reversal of write-downs of inventories	(189)	-
Net unrealized gain on foreign currency exchange	(263)	(9,911)
Changes in operating assets and liabilities		
Financial assets at held for trading	-	(13,265)
Trade receivables	(268,462)	(144,518)
Trade receivables from related parties	(14,161)	(6,549)
Other receivables	(14,123)	(4,362)
Inventories	(372,085)	(9,642)
Prepayments	59,045	(78,222)
Trade payables	9,004	(4,634)
Other payables	(12,354)	23,215
Contract liabilities	3,075	-
Receipts in advance	-	4,822
Other current liabilities	(1,250)	2,199
Cash (used in) generated from operations	(141,746)	205,697
Interest received	12,871	11,797
Interest paid	(18,587)	(13,815)
Income tax paid	(70,871)	(27,559)
Net cash (used in) generated from operating activities	(218,333)	176,120
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through profit or loss	575	-
Acquisition of investments accounted for using the equity method	(14,788)	-
Net cash outflow on acquisition of subsidiaries (Note 28)	(2,100)	-
Payments for property, plant and equipment	(57,391)	(24,686)
Proceeds from property, plant and equipment	177	1,327
Decrease in refundable deposits	3,119	677
Payments for intangible assets	(2,133)	(202)

(Continued)

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017
(In Thousands of New Taiwan Dollars)

	2018	2017
Increase in other receivables from related parties	$ (15)	$ -
Decrease in other receivables from related parties	-	15
Increase in other financial assets	(3,769)	-
Decrease in other financial assets	-	41,551
Increase in prepayments for equipment	-	(5,299)
Increase in prepayments for leases	(16,924)	-
Net cash (used in) generated from investing activities	(93,249)	13,383
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	87,255	-
Repayments of short-term borrowings	-	(208,032)
Repayments of long-term borrowings	(23,002)	(26,413)
Refund of guarantee deposits received	(8)	(14)
Increase in other payables to related parties	5	-
Decrease in other payables to related parties	-	(2)
Decrease in finance lease payables	(1,117)	(1,644)
Cash dividends paid	(169,690)	(121,475)
Changes in non-controlling interests	12,566	-
Issuance of ordinary shares for cash	-	440,454
Net cash (used in) generated from financing activities	(93,991)	82,874
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	3,249	28,745
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(402,324)	301,122
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	993,829	692,707
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 591,505	$ 993,829

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

Attachment IV

All Cosmos Bio-Tech Holding Corporation

The Comparison Table of Amendments to the Articles of Association

After Revision	Before Revision	Illustration
50.The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEx or the Company with the address of website indicated in the notice: (a) election or discharge of Directors or supervisors (if any); (b) amendments to the Memorandum of Association and/or these Articles; (c) reduction in share capital of the Company; (d) application for de-registration as a public company; (e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company; (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others; (g) the transfer of the whole or any material part of its business or assets; (h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company; (i) the private placement of equity-linked securities; (j) granting waiver to the Director's engaging in any business within the scope of business of the Company; (k) distribution of part or all of its dividends or bonus by way of issuance of new Shares; (l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing	50.The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions: (a) election or discharge of Directors or supervisors (if any); (b) amendments to the Memorandum of Association and/or these Articles; (c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company; (d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others; (e) the transfer of the whole or any material part of its business or assets; (f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company; (g) the private placement of equity-linked securities; (h) granting waiver to the Director's engaging in any business within the scope of business of the Company; (i) distribution of part or all of its dividends or bonus by way of issuance of new Shares; (j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them; (k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in	In accordance with the amendments to the Act, add items (c) and (d)

After Revision	Before Revision	Illustration
new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them; (m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; (n) the transfer of Treasury Shares to its employees by the Company; and (o) the Delisting. Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.	proportion to the number of Shares being held by each of them; (l) the transfer of Treasury Shares to its employees by the Company; and (m) the Delisting. Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.	
52. One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a matter for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal. The Board shall accept a proposal submitted by one or more Shareholders and arrange for the proposal to be discussed at the annual general meeting unless (i) the number of Shares held by such one or more Shareholders is less than one percent (1%) in aggregate of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the	52. Shareholder~~(s)~~ holding one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing to the Company a ~~proposal~~ for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal. The Board ~~may exclude~~ a proposal submitted by ~~a~~ Shareholder~~(s)~~ ~~if~~ (i) the number of Shares held by such Shareholder~~(s)~~ is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; or (~~i~~v) the proposal is submitted ~~after~~	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Law or Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; (iv) the proposal submitted exceeds three hundred words; or (v) the proposal is not submitted within the specified period determined by the Board; provided, however, that if the proposal submitted is to urge the Company to facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).	the ~~expiration of the~~ specified period determined by the Board~~, in which case, the rejected proposal shall not be discussed at the annual general meeting~~. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).	
53A. Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company for at least three (3) consecutive months may convene an extraordinary general meeting. The determination of the afore-mentioned holding period and number of Shares shall be based on the Shares held immediately prior to the relevant book close period.	Non	Additional Clause
54A. The Board of Directors or any person who is entitled to convene a general meeting pursuant to Article 53A above or under these Articles may demand the Company or its Shareholders' Service Agent to provide the Register of Members.	Non	Additional Clause
77. When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within	77. When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty	Deletion of some text

After Revision	Before Revision	Illustration
sixty (60) days of the occurrence of that fact to hold an election of Directors. If all Directors are re-elected at a general meeting held prior to the expiration of the term of the current Directors (the "**Re-Election**"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company.	(60) days of the occurrence of that fact to hold an election of Directors. If ~~it is resolved~~ at a general meeting held prior to the expiration of the term of the current Directors ~~that all Directors shall be re-elected with effect immediately after the adoption of such resolution~~ (the "**Re-Election**"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company.	
82B. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director (other than the Independent Director) or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "**Approval Time**"), shall be discharged or vacated from the office of Director or supervisor (as the case may be). For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director (other than as an Independent Director) or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.	82B. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "**Approval Time**"), shall be discharged or vacated from the office of Director or supervisor (as the case may be). For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.	Deletion of some text
102. A person shall not act as a Director and shall be discharged or vacated from the	102. A person shall not act as a Director and shall be discharged or vacated from the	Deletion of some taxt and add

After Revision	Before Revision	Illustration
office of Director, if he or she: (a) committed an organized crime and has been adjudicated guilty by a final judgment, and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of the sentence, his term of probation has expired or he has been pardoned is less than five (5) years; (b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned is less than two (2) years; (c) has been adjudicated guilty by a final judgment for violating anti-corruption law, and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned is less than two (2) years; (d) becomes bankrupt or enters into liquidation process by a court order and has not been discharged from bankruptcy or liquidation; (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet; (f) has no or only limited legal capacity; (g) dies or is found to be or becomes of unsound mind; (h) resigns his office by notice in writing to the Company; (i) becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not been revoked; or (j) is removed from office and ceases to be the Director pursuant to these Articles.	office of Director, if he or she: (a) committed an organized crime and has been adjudicated guilty by a final judgment, ~~and~~ the time elapsed after he has served the full term of the sentence is less than five (5) years; (b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years; (c) has been adjudicated guilty by a final judgment for ~~misappropriating company or public funds during the time of his public service~~, and the time elapsed after he has served the full term of such sentence is less than two (2) years; (d) becomes bankrupt and has not been discharged from bankruptcy; (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet; (f) has no or only limited legal capacity; (g) dies or is found to be or becomes of unsound mind; (h) resigns his office by notice in writing to the Company; or (i) is removed from office and ceases to be the Director pursuant to these Articles	item (i)
107. A Director who directly or indirectly has	107. A Director who directly or indirectly has	Insertion of

After Revision	Before Revision	Illustration
personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that: (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him; shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given. To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting. Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board	personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that: (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him; shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given. To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting. Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board	sentences

After Revision	Before Revision	Illustration
meeting. In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidiary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.	meeting.	
117.The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors: (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others; (b) the sale or transfer of the whole or any material part of its business or assets; (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company; (d) the election of Chairman of the Board pursuant to these Articles; (e) the distribution of part or all of the dividends or bonus of the Company by way of cash pursuant to Article 125A; (f) the allocation of Employees' Remunerations and Directors' Remunerations pursuant to Article **Error! Reference source not found.**; and (g) issuance of corporate bonds.	117.The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors: (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others; (b) the sale or transfer of the whole or any material part of its business or assets; (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company; (d) the election of Chairman of the Board pursuant to these Articles; (e) the allocation of Employees' Remunerations and Directors' Remunerations pursuant to Article **Error! Reference source not found.**; and (f) issuance of corporate bonds.	Insertion of item (e)
121.The Audit Committee shall at all reasonable times have access to and may make copies of all books, all accounts and vouchers and documents kept by the Company relating thereto; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.	121.The Audit Committee shall at all reasonable times have access to all books ~~kept by the Company and to~~ all accounts and vouchers relating thereto; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.	Text Revision
123. Subject to the Cayman Islands law, any Shareholder(s) holding three percent (1%) or more of the total number of the issued Shares of the Company for six (6)	123. Subject to the Cayman Islands law, any Shareholder(s) holding three percent (~~3~~%) or more of the total number of the issued Shares of the Company for ~~one~~ (~~1~~)	Additional Clause

After Revision	Before Revision	Illustration
consecutive months or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China. If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.	consecutive ~~year~~ or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China. If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.	
123A. Other than that the Board of Directors is unwilling or unable to convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company when necessary.	Non	Additional Clause
125A. Notwithstanding the preceding Article (125), the Directors may distribute part or all of the dividends or bonus by way of cash with the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors, and report the aforementioned distribution to the Shareholders at the next general meeting.	Non	Additional Clause
INTERIM DIVIDEND DISTRIBUTION OR LOSS OFF-SET 130A. The Company may distribute earnings or offset losses after the end of each half of the financial year.	Non	Additional Clause
130B. A proposal of the distribution of earnings or off-set of losses for the previous half of the financial year, together with the business report and financial statements, shall be first reviewed by the Audit Committee and then be submitted to the Board of Directors for approval.	Non	Additional Clause
130C. Before the Company distributes earnings in accordance with Article 130B, it shall make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations, offset cumulative losses (if any) and set aside Legal	Non	Additional Clause

After Revision	Before Revision	Illustration
Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company.		
130D. The Company may distribute earnings by way of issuance of new Shares in accordance with Article 130B approved by either a Supermajority Resolution Type A or a Supermajority Resolution Type B. The Company may distribute earnings in the form of cash dividends in accordance with Article 130B by the approval of the Board of Directors pursuant to Article 125A.	Non	Additional Clause
130E. The distribution of earnings or off-set of losses by the Company in accordance with the preceding four Articles shall be based on the financial statements audited or reviewed by certified public accountant(s).	Non	Additional Clause
148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company. The Company shall cause its Shareholders' Service Agent to provide the aforesaid documents.	148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company.	Text Revision
CORPORATE SOCIAL RESPONSIBILITY 159. For the purpose of performing corporate social responsibility, the Company shall follow the applicable laws, regulations and business ethics in operating its businesses and may conduct practices to facilitate public interests	Non	Additional Clause

Attachment V

All Cosmos Bio-Tech Holding Corporation

The Comparison Table of Amended Procedures Governing the Acquisition of Disposal of Assets

After Revision	Before Revision	Illustration
Article 1 Purpose To establish these procedures for the purpose of strengthening the company's assets management, protecting the investment and implement the information disclosure. These Procedures are adopted pursuant to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. Related to laws or regulations shall be referred to if these procedures have any unclear matters. Provisions are made. However, if there are other provisions in relevant financial decrees, the provisions shall be followed. Banks, insurance companies, ticket and bond financial companies, securities dealers, futures dealers and leveraged dealers who engage in derivative commodity trading or derivative commodity trading shall be exempted from the provisions of Article 12 of this procedure in accordance with the provisions of other laws and regulations applicable to their businesses.	**Article 1 Purpose** To establish these procedures for the purpose of strengthening the company's assets management, protecting the investment and implement the information disclosure. These Procedures are adopted pursuant to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. Related to laws or regulations shall be referred to if these procedures have any unclear matters.	In accordance to the amendment to the Act
Article 2 Scope of the Assets 1. Investments in shares, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property and other fixed assets. (including land, houses and buildings, investment property, rights to use land, and construction enterprise inventory) and equipment 3. Memberships. 4. Including patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. Right of Use Asset 6. Claims of financial institutions (including receivables, bills purchased and discounted,	**Article 2 Assets Range** 1. Investments in shares, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property and other fixed assets. (including land, houses and buildings, investment property, rights to use land, and construction enterprise inventory) and equipment 3. Memberships. 4. Including patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables)	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
loans, and overdue receivables) 7. Derivatives. 8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law. 9. Other major assets.	6. Derivatives. 7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law. 8. Other major assets.	
Article 3 Noun definitions 1. "Derivatives": Refers to the value of a particular interest rate, the price of Financial Instruments, the price of commodities. Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes, price or rate, credit rating or any relevant credit index or similar variables or other interests. The Combination of the above contracts, or the combination contracts or structured goods embedded in the derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales)(Commodities) agreements. 2. "Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law": Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act and other acts, or to transfer of shares [from another company] through issuance of new shares of its own as the consideration therefore (hereinafter "transfer of shares") under Article 156-3 of the Company Act. 3. "Related party": As defined in Statement of Financial Accounting Standards No. 6 published by the ROC Accounting Research and Development Foundation (hereinafter "ARDF"). 4. "Subsidiary": As defined in Statements of Financial Accounting Standards Nos. 5 and 7 published by the ARDF. 5. "Professional appraiser": Refers to a real estate appraiser or other person duly authorized by an act of law to engage in the value appraisal of real estate or other fixed assets. 6. "Date of occurrence": Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of	**Article 3 Noun definitions** 1. "Derivatives": Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements. 2. "Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law": Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act and other acts, or to transfer of shares [from another company] through issuance of new shares of its own as the consideration therefore (hereinafter "transfer of shares") under Article 156-6 of the Company Act. 3. "Related party": As defined in Statement of Financial Accounting Standards No. 6 published by the ROC Accounting Research and Development Foundation (hereinafter "ARDF"). 4. "Subsidiary": As defined in Statements of Financial Accounting Standards Nos. 5 and 7 published by the ARDF. 5. "Professional appraiser": Refers to a real estate appraiser or other person duly authorized by an act of law to engage in the value appraisal of real estate or other fixed assets. 6. "Date of occurrence": Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the Competent Authority is	

After Revision	Before Revision	Illustration
boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the Competent Authority is required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply. 7. "Within one year": refers to the year preceding the base date of occurrence of the current transaction. 8. "Most recent period financial statements": financial statements of the issuing company for the most recent period certified or reviewed by a certified public accountant before acquisition or disposal of assets. 9. Investments as professionals refer to financial holding companies, banks, insurance companies, ticket and securities financing companies, trust companies, securities dealers, futures dealers, securities investment trusts, securities investment consultants and fund management companies established by law and managed by local financial authorities. 10. Stock exchanges: domestic stock exchanges refer to Taiwan Stock Exchange Co., Ltd. and foreign stock exchanges refer to any organized stock exchange market managed by the securities authorities of the country. 11. Business premises of securities firms: Domestic business premises of securities firms refer to those places where securities firms set up special counters to conduct transactions in accordance with the regulations governing the sale and purchase of securities at their business premises; foreign business premises of securities firms refer to those financial institutions which are managed by foreign securities authorities and are permitted to operate securities business.	required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply. 7. "Within one year": refers to the year preceding the base date of occurrence of the current transaction. 8. "Most recent period financial statements": financial statements of the issuing company for the most recent period certified or reviewed by a certified public accountant before acquisition or disposal of assets.	
Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction. Lawyers or securities underwriters shall comply with the following provisions: 1. No one shall violate this Law, the Company Law, the Banking Law, the Insurance Law, the Financial Holding Company Law or the	**Article 5** Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction.	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
Commercial Accounting Law, or who commits fraud, breach of trust, embezzlement, forgery of documents or criminal acts in business, has been declared to be sentenced to fixed-term imprisonment of more than one year. However, if the execution has been completed, the probation period has expired or the pardon has expired for three years, this limit shall not apply. 2. The case where the parties to the transaction are not related persons or substantive persons. 3. If a company should obtain the valuation reports of more than two professional evaluators, the different professional evaluators or evaluators shall not be related to each other or have substantial relationship with each other. When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall deal with the following matters: 3.1. Before accepting a case, one should carefully assess one's professional competence, practical experience and independence. 3.2. When examining and verifying a case, appropriate operational procedures shall be properly planned and executed to form conclusions and to issue reports or opinions thereon; and the procedures, data collection and conclusions to be carried out shall be detailed in the working draft of the case. 3.3 The completeness, correctness and reasonableness of the data sources, parameters and information used shall be evaluated one by one as the basis for the issuance of evaluation reports or opinions. 3.4 Declarations shall include the professionalism and independence of the relevant personnel, the rationality, correctness and compliance of the information used in the assessment.		

After Revision	Before Revision	Illustration
Article 6 Decision and Authorization Level Pursuant to the management procedures or other laws and regulations, the acquisition or disposal of assets by the company shall be submitted to the Audit Committee for its approval, and shall be passed through Board Meeting and be submitted them for approval by a General Meeting. The same shall apply to any amendment to the procedures. Where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to Audit Committee. Where the position of Independent Director has been established in accordance with the provisions of the Act, when the acquisition or disposal of assets are submitted for discussion by the Board Meeting, the board of directors shall take into full consideration each independent director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board Meeting. Where an audit committee has been established in accordance with the provisions of the Act, the acquisition or disposal of major assets and derivatives shall be approved by more than half of all Audit Committee members and submitted to the board resolution. If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, provided that the resolution of the Audit Committee is recorded in the minutes of the Board Meeting. The terms “all Audit Committee members” in paragraph 3 and “all Directors” in the preceding paragraph shall be calculated as the actual number of persons currently holding those positions.	**Article 6 Decision and Authorization Level** Pursuant to the management procedures or other laws and regulations, the acquisition or disposal of assets by the company shall be submitted to the Audit Committee for its approval, and shall be passed through Board Meeting and be submitted them for approval by a General Meeting. The same shall apply to any amendment to the procedures. Where any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to Audit Committee. Where the position of Independent Director has been established in accordance with the provisions of the Act, when the acquisition or disposal of assets are submitted for discussion by the Board Meeting, the board of directors shall take into full consideration each independent director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board Meeting. Where an audit committee has been established in accordance with the provisions of the Act, the acquisition or disposal of major assets and derivatives shall be approved by more than half of all Audit Committee members and submitted to the board resolution. If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, provided that the resolution of the Audit Committee is recorded in the minutes of the Board Meeting. The terms “all Audit Committee members” in paragraph 3 and “all Directors” in the preceding paragraph shall be calculated as the actual number of persons currently holding those positions.	Text Revision
Article 7 Procedures for the Acquisition of Disposal of Real Estste or Other Assets Management (1) ~ (3) pass (4) Appraisal Report of Real Property or Other Fixed Assets In acquiring or disposing real property or other fixed assets or equipment or usufruct assets or	**Article 7 Procedures for the Acquisition of Disposal of Real Estste or Other Assets Management** (1) ~ (3) pass (4) Appraisal Report of Real Property or Other Fixed Assets In acquiring or disposing real property or other fixed assets where the transaction amount	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
where the transaction amount reaches 20% of the company's paid-in capital or NT$300 million (equal to MR$34,830,000, as the current exchange rate) or more, the company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business machinery and equipment or right of use assets within the country, shall obtain an appraisal report in advance from a professional appraiser before the date of the occurrence and shall further comply with the following provisions: 4.1Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and trading conditions of the transaction. 4.2 Where the transaction amount is NT$1 billion (equal to MR$100,000,000, as the current exchange rate) or more, appraisals from two or more professional appraisers shall be obtained. 4.3 Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, except in the case when the appraisal results of acquiring an asset are higher than the transaction amount, or when the appraisal results of disposing an asset are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 4.3.1 The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. 4.3.2 The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.	reaches 20% of the company's paid-in capital or NT$300 million (equal to MR$34,830,000, as the current exchange rate) or more, the company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business machinery and equipment, shall obtain an appraisal report in advance from a professional appraiser before the date of the occurrence and shall further comply with the following provisions: 4.1 Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and trading conditions of the transaction. 4.2 Where the transaction amount is NT$1 billion (equal to MR$100,000,000, as the current exchange rate) or more, appraisals from two or more professional appraisers shall be obtained. 4.3 Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, except in the case when the appraisal results of acquiring an asset are higher than the transaction amount, or when the appraisal results of disposing an asset are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price: 4.3.1 The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount. 4.3.2 The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.	

After Revision	Before Revision	Illustration
4.4 Real estate or equipment valuation report The company obtains or disposes of immovable property or equipment, in addition to obtaining or disposing of assets through a court auction procedure, replacing the appraisal report or Certified Public Accountant's opinions with the certification documents issued by the court, except for transactions with government body, construction of local committees, and renting of prefectural committees. In addition to the construction or acquisition or disposal of equipment for business use, if the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, a valuation report issued by a professional valuer shall be obtained before the factual occurrence date and meet the following requirements: Where the company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.	4.4 Real estate or equipment valuation report The company obtains or disposes of immovable property or equipment, in addition to obtaining or disposing of assets through a court auction procedure, replacing the appraisal report or Certified Public Accountant's opinions with the certification documents issued by the court, except for transactions with government body, construction of local committees, and renting of prefectural committees. In addition to the construction or acquisition or disposal of equipment for business use, if the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, a valuation report issued by a professional valuer shall be obtained before the factual occurrence date and meet the following requirements: Where the company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.	
Article 9 Procedures for Related Party Transactions (1) pass (2) Evaluation and Operating Procedures: The company obtains or disposes of immovable property to related parties or acquires or disposes other assets other than immovable assets or its usufruct assets with related parties, and the transaction amount reaches 20 percent of the company's paid-up capital, 10 percent of total assets, or NT$300 million within the Country. In addition to the above, in addition to buying and selling government bonds, bonds with repurchased bonds, conditions for repurchase, and purchases or repurchase of money market funds issued by domestic securities investment trusts, the following materials should be submitted to the board of directors for approval and the supervisors must acknowledge them before signing. The transaction contract and the payment amount, and the calculation of the transaction amount shall be handled in accordance with the provisions of paragraph (8) of Article 14 (1), and shall be traced back on the basis of the date of occurrence of the transaction in one year. One year's calculations have been submitted to the board of directors and the supervisor recognizes that the part of the processing procedure is no longer counted towards:	**Article 9 Procedures for Related Party Transactions** (1) pass (2) Evaluation and Operating Procedures: The company obtains or disposes of immovable property to related parties or acquires or disposes other assets other than immovable assets with related parties, and the transaction amount reaches 20 percent of the company's paid-up capital, 10 percent of total assets, or NT$300 million. In addition to the above, in addition to buying and selling government bonds, bonds with repurchased bonds, conditions for repurchase, and purchases or repurchase of money market funds issued by domestic securities investment trusts, the following materials should be submitted to the board of directors for approval and the supervisors must acknowledge them before signing. The transaction contract and the payment amount, and the calculation of the transaction amount shall be handled in accordance with the provisions of paragraph (8) of Article 14 (1), and shall be traced back on the basis of the date of occurrence of the transaction in one year. One year's calculations have been submitted to the board of directors and the supervisor recognizes that the part of the	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
2.1The purpose, necessity and anticipated benefits of the asset acquisition or disposal. 2.2 The reason for choosing the Related Party as the trading counterparty. 2.3 In acquiring or disposing real property or its usufruct assets from a Related Party shall comply with the relevant information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of subparagraphs 1 to 4 and 6 of paragraph 3 of this Article. 2.4 The date and price at which the Related Party originally acquired the real property, the original counterparty and the trading counterparty's relationship with the company and the Related Party. 2.5 Monthly cash flow forecasts for the year commencing from the month of anticipated signing of the contract and evaluation of the necessity of the transaction and reasonableness of the use of proceeds. 2.6 Obtain an appraisal report in advance from a professional appraiser or engage a certified public accountant to render an opinion pursuant to the preceding paragraph. 2.7 Restrictive and other important stipulations associated with the transaction. The method for calculating the preceding transaction amount shall comply with the Article 7. In acquiring or disposing of business machinery and equipment between the company and its subsidiaries or between each of its subsidiaries, or their subsidiaries directly or indirectly holding 100% of the total issued shares or capital, engage in the following transactions with each other, the Board of Directors may first authorize the Managing Director to execute within a certain amount in accordance with the provisions of Subparagraph 3, Paragraph 1 of Article 7 of the "Regulations Governing the Acquisition or Disposition of Assets by Public Companies", and shall report at the most recent meeting of the Board of Directors for ratification: 1. To acquire or dispose of equipment for business use or assets of its right to use. 2. To acquire or dispose of the assets of the	processing procedure is no longer counted towards: 2.1The purpose, necessity and anticipated benefits of the asset acquisition or disposal. 2.2 The reason for choosing the Related Party as the trading counterparty. 2.3 In acquiring or disposing real property from a Related Party shall comply with the relevant information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of subparagraphs 1 to 4 and 6 of paragraph 3 of this Article. 2.4 The date and price at which the Related Party originally acquired the real property, the original counterparty and the trading counterparty's relationship with the company and the Related Party. 2.5 Monthly cash flow forecasts for the year commencing from the month of anticipated signing of the contract and evaluation of the necessity of the transaction and reasonableness of the use of proceeds. 2.6 Obtain an appraisal report in advance from a professional appraiser or engage a certified public accountant to render an opinion pursuant to the preceding paragraph. 2.7 Restrictive and other important stipulations associated with the transaction. The method for calculating the preceding transaction amount shall comply with the Article 7. In acquiring or disposing of business machinery and equipment between the company and its subsidiaries or between each of its subsidiaries, the Board of Directors may first authorize the Managing Director to execute within a certain amount in accordance with the provisions of Subparagraph 3, Paragraph 1 of Article 7 of the "Regulations Governing the Acquisition or Disposition of Assets by Public Companies", and shall report at the most recent meeting of the Board of Directors for ratification. Where the position of Independent Director has been established in	

After Revision	Before Revision	Illustration
right to the use of immovable property for business use. Where the position of Independent Director has been established in accordance with the provisions of the Act, when the procedures are submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board Meeting. Where an Audit Committee has been established in accordance with the provisions of the Act, and the provisions of the information shall be recognized by the Supervisors, when the procedures are adopted or amended they shall be approved by more than half of all Audit Committee members and submitted to the board resolution. If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all Directors, provided that the resolution of the Audit Committee is recorded in the minutes of the Board Meeting. The terms "all Audit Committee members" and "all Directors" in the preceding shall be calculated as the actual number of persons currently holding those positions. (3) Assess the Reasonableness of Transaction Costs 3.1. The company acquires real property or its usufruct assets from a related party shall evaluate the reasonableness of the transaction costs by the following means: 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer in accordance with the law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the	accordance with the provisions of the Act, when the procedures are submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board Meeting. Where an Audit Committee has been established in accordance with the provisions of the Act, and the provisions of the information shall be recognized by the Supervisors, when the procedures are adopted or amended they shall be approved by more than half of all Audit Committee members and submitted to the board resolution. If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all Directors, provided that the resolution of the Audit Committee is recorded in the minutes of the Board Meeting. The terms "all Audit Committee members" and "all Directors" in the preceding shall be calculated as the actual number of persons currently holding those positions. (3) Assess the Reasonableness of Transaction Costs 3.1 The company acquires real property from a related party shall evaluate the reasonableness of the transaction costs by the following means: 1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer in accordance with the law. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it	

After Revision	Before Revision	Illustration
Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties. 3.2 Where land and structures thereupon are combined as a single property purchased or lease in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph. 3.3 The company acquires real property or its usufruct assets from a related party and appraises the cost of the real property in accordance with the provisions of subparagraphs 1 and 2 of paragraph 3 of this Article shall also engage a CPA to check the appraisal and render a specific opinion. (4) ~ (5) pass (6) The company shall also comply with the provisions of paragraph 2 of this Article when acquiring real property or its usufruct assets from a Related Party, and one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of subparagraphs 1 to 3 of paragraph 3 of this Article do not apply: 1.The related party acquired the real property or its usufruct assets through inheritance or as a gift. 2.More than five years will have elapsed from the time the related party signed the contract to obtain the real property or its usufruct assets to the signing date for the current transaction. 3.The real property is acquired through signing of a joint development contract with the related party. 4. The Company and its subsidiaries, or its subsidiaries directly or indirectly holding 100% of	may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance. 2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties. 3.2 Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph. 3.3 The company acquires real property from a related party and appraises the cost of the real property in accordance with the provisions of subparagraphs 1 and 2 of paragraph 3 of this Article shall also engage a CPA to check the appraisal and render a specific opinion. (4) ~ (5) pass (6) The company shall also comply with the provisions of paragraph 2 of this Article when acquiring real property from a Related Party, and one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of subparagraphs 1 to 3 of paragraph 3 of this Article do not apply:	

After Revision	Before Revision	Illustration
the issued shares or total capital, acquire real estate usufruct assets for business use. (7) pass	1. The related party acquired the real property through inheritance or as a gift. 2. More than five years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction. (7) pass	
Article 10 Procedures for the Acquisition or Disposal of Memberships or Intangible Assets (1) ~ (3) pass (4) The expert evaluation report on membership card or intangible assets 1. If the company acquires or disposes of a membership card with a transaction amount of one percent of the paid-in capital or NT$3 million or more, it shall request the expert to issue a valuation report. 2. If the company acquires or disposes of intangible assets with a transaction amount of 10% of the paid-in capital or NT$20 million or more, it should request an expert to issue a valuation report. 3. If the company acquires or disposes of a membership card or its right to use assets or membership cards or an intangible asset whose transaction amount of 20% of the company's paid-up capital or more than NT$300 million, it shall, in addition to dealings with government body, the Certified Public Accountant should declare opinion on the reasonableness of price before the occurrence date and the accountant shall comply with the stipulation of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation. ("Omitted below")	**Article 10 Procedures for the Acquisition or Disposal of Memberships or Intangible Assets** (1) ~ (3) pass (4) The expert evaluation report on membership card or intangible assets 1. If the company acquires or disposes of a membership card with a transaction amount of one percent of the paid-in capital or NT$3 million or more, it shall request the expert to issue a valuation report. 2. If the company acquires or disposes of intangible assets with a transaction amount of 10% of the paid-in capital or NT$20 million or more, it should request an expert to issue a valuation report. 3. If the company acquires or disposes of a membership card or an intangible asset whose transaction amount of 20% of the company's paid-up capital or more than NT$300 million, it shall, in addition to dealings with government body, the Certified Public Accountant should declare opinion on the reasonableness of price before the occurrence date and the accountant shall comply with the stipulation of the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation. ("Omitted below")	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
Article 12 Procedures for the Acquisition of Disposal of Derivatives (1) ~ (2) pass (3) Internal Audit System 1. The Internal Auditor shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives' trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, Audit Committee shall be notified in writing. If an independent director has been set up in accordance with the provisions of the Securities and Exchange Law, he shall notify the auditors of the matters mentioned in the preceding paragraph in writing. 2. Internal Auditor according to the provisions of the Competent Authority, should report the internal audit report and annual implementation conditions before end of February in the following year, and also report the improvement conditions of abnormal matters before end of May in the following year to Competent Authority for future reference. ("Omitted below")	Article 12 Procedures for the Acquisition of Disposal of Derivatives (1) ~ (2) pass (3) Internal Audit System 1. The Internal Auditor shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives' trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, Audit Committee shall be notified in writing. 2. Internal Auditor according to the provisions of the Competent Authority, should report the internal audit report and annual implementation conditions before end of February in the following year, and also report the improvement conditions of abnormal matters before end of May in the following year to Competent Authority for future reference. ("Omitted below")	In accordance to the amendment to the Act
Article 14 Information Disclosure Procedures (1) Should declare the declared project and the announcement application standard. 1.1 Obtaining or disposing of immovable property or its usufruct assets from related parties or obtaining or disposing of other asset or its usufruct assets from related parties, and the transaction amount of 20 percent of the company's paid-up capital, 10 percent of total assets or NT$300 million and above. However, the purchase and sale of government bonds, bonds with repurchased terms and conditions for repurchase, and purchases or repurchase of money market funds issued by domestic securities investment trusts shall not apply. 1.2 Execute merger, split, acquisition or share transfer. 1.3 Loss of trading of derivative products is subject to the total or individual contract loss limit set out in the prescribed processing procedures. 1.4 The types of assets or its usufruct assets acquired or disposed of are equipment for business use, and their transactions are not related parties, and the transaction amount is NT$500 million or more. 1.5 When the company operates a construction	Article 14 Information Disclosure Procedures (1) Should declare the declared project and the announcement application standard. 1.1 Obtaining or disposing of immovable property from related parties or obtaining or disposing of other asset from related parties, and the transaction amount of 20 percent of the company's paid-up capital, 10 percent of total assets or NT$300 million and above. However, the purchase and sale of government bonds, bonds with repurchased terms and conditions for repurchase, and purchases or repurchase of money market funds issued by domestic securities investment trusts shall not apply. 1.2 Execute merger, split, acquisition or share transfer. 1.3 Loss of trading of derivative products is subject to the total or individual contract loss limit set out in the prescribed processing procedures. 1.4 The types of assets acquired or disposed of are equipment for business use, and their transactions are not related parties, and the transaction amount is NT$500 million or more. 1.5 When the company operates a construction business, it acquires or disposes of real estate for construction and use, and its transaction	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
business, it acquires or disposes of real estate or its usufruct assets for construction and use, and its transaction partner is not a related party, and the transaction amount reaches more than NT$500 million. Additionally, the paid-in capital amounted to more than NT$100 million, and the real estate in the self-built and completed case was disposed of, and the trading object was not the person concerned, and the trading amount amounted to NT$1 billion or more. 1.6 The real estate is acquired by way of self-building, lease construction, sub-house building, share building, and joint construction sub-sale and is not a related party transaction. The company expects to invest more than NT$500 million in transactions. 1.7 In addition to asset transactions other than those in the previous six paragraphs, financial institutions disposing of claims or investing in mainland China, the transaction amounts to 20 percent of the company's paid-in capital or NT$300 million or more. However, the following circumstances are not limited: 1. Buying and selling public debt within the country. 2. Buying and selling bonds with conditions for buying back and selling back, buying or buying back money market funds issued by domestic securities investment trusts. 1.8 The calculation method for this transaction amount is as follows, and within one year with the said period, based on the date of occurrence of the transaction, retroactively extrapolated for one year, and the part announced in accordance with the provisions will not be counted. 1. The amount of each transaction. 2. Accumulate within one year the amount of the transaction with the same nature to obtain or dispose of the same landmark. 3.Accumulated gains or dispositions (acquisition, disposition accumulate separately) of the amount of real estate or its usufruct assets of the same development plan within one year. 4.The amount of the same marketable securities that is accumulated or disbursed (acquired, accumulated separately) within one year. (2) pass (3) Announcement Procedure 3.1 The company should submit the relevant information on the designated website for declaration.	partner is not a related party, and the transaction amount reaches more than NT$500 million. 1.6 The real estate is acquired by way of self-building, lease construction, sub-house building, share building, and joint construction sub-sale. The company expects to invest more than NT$500 million in transactions. 1.7 In addition to asset transactions other than those in the previous paragraphs, financial institutions disposing of claims or investing in mainland China, the transaction amounts to 20 percent of the company's paid-in capital or NT$300 million or more. However, the following circumstances are not limited: 1. Buying and selling public debt. 2. Buying and selling bonds with conditions for buying back and selling back, buying or buying back money market funds issued by domestic securities investment trusts. 1.8 The calculation method for this transaction amount is as follows, and within one year with the said period, based on the date of occurrence of the transaction, retroactively extrapolated for one year, and the part announced in accordance with the provisions will not be counted. 1. The amount of each transaction. 2. Accumulate within one year the amount of the transaction with the same nature to obtain or dispose of the same landmark. 3. Accumulated gains or dispositions (acquisition, disposition accumulate separately) of the amount of real estate of the same development plan within one year. 4.The amount of the same marketable securities that is accumulated or disbursed (acquired, accumulated separately) within one year. (2) pass (3) Announcement Procedure 3.1 The company should submit the relevant information on the designated website for declaration. 3.2 The company shall, on a monthly basis, enter the information disclosure in the designated website before the tenth day of each month in the form prescribed by the company and its subsidiaries that are not publicly available in the country as of the end of last month.	

After Revision	Before Revision	Illustration
3.2 The company shall, on a monthly basis, enter the information disclosure in the designated website before the tenth day of each month in the form prescribed by the company and its subsidiaries that are not publicly available in the country as of the end of last month. 3.3 If the company is required to announce that the project should be corrected when there are any errors or omissions in the announcement, the company shall make a re-announcement announcement of all the projects within two days from the date of the acknowledge. 3.4 When the company acquires or disposes of assets, it should keep the relevant contracts, minutes, memorandum, valuation reports, accountants, lawyers, or securities underwriters' opinions in the company, and keep it for at least five years unless otherwise provided by other laws. 3.5 After the company has announced the transaction in accordance with the provisions of this article, if one of the following circumstances occurs, the relevant information shall be reported to the designated website within 2 days from the date of the fact: 1. The relevant contract signed in the original transaction has been changed, terminated or cancelled. 2. Mergers, splits, acquisitions, or share transfers are not completed on a contractual schedule. 3. The content of the original announcement has been changed.	3.3 If the company is required to announce that the project should be corrected when there are any errors or omissions in the announcement, the company shall make a re-announcement announcement of all the projects within two days from the date of the acknowledge. 3.4 When the company acquires or disposes of assets, it should keep the relevant contracts, minutes, memorandum, valuation reports, accountants, lawyers, or securities underwriters' opinions in the company, and keep it for at least five years unless otherwise provided by other laws. 3.5 After the company has announced the transaction in accordance with the provisions of this article, if one of the following circumstances occurs, the relevant information shall be reported to the designated website within 2 days from the date of the fact: 1. The relevant contract signed in the original transaction has been changed, terminated or cancelled. 2. Mergers, splits, acquisitions, or share transfers are not completed on a contractual schedule. 3. The content of the original announcement has been changed.	

Attachment VI

All Cosmos Bio-Tech Holding Corporation

The Comparison Table of Amendments to the Company's Operating Procedures Governing Lending of Funds

<table>
<tr><th>After Revision</th><th>Before Revision</th><th>Illustration</th></tr>
<tr><td>B) Borrowers and the assessment criteria
According to Article 15 of "The Company Act", the company cannot loan to shareholders or any other parties except under the following circumstances:
1. Businesses with which the company has business dealings. The term "business dealings" mentioned above refers to purchases or sales of inventory. For loans granted to facilitate business dealings, determine whether the amount is equivalent to the underlying business transaction.
2. The amount of loans to companies with short-term liquidity needs must not exceed 40% of the lender's net value. Loans to each individual Company cannot exceed 20%.
(1) The duration of "short-term" mentioned above refers to a period of one year or one business cycle (whichever is longer).
(2) The "amount of loans" refers to the cumulative balance of short-term capital lent by the company.
(3) Loans granted for short-term liquidity needs are permitted only under the following circumstances; the reasons for lending must also be provided. An external credit assessor may be commissioned if necessary to check borrower's credit:
a. When short-term lending is needed to facilitate business transactions.
b. When other companies are in need of short-term financing for material purchases or for working capital.
c. Other circumstances approved by the company's Board of Directors.
The company's direct and indirect holding of 100% of the voting shares of foreign companies engaged in capital lending, or the company's direct and indirect holding of 100% of the voting shares of foreign companies engaged in capital lending to the public issuing company, is not subject to the restrictions of paragraph 2 of the first paragraph.</td><td>B) Borrowers and the assessment criteria
According to Article 15 of "The Company Act", the company cannot loan to shareholders or any other parties except under the following circumstances:
1. Businesses with which the company has business dealings. The term "business dealings" mentioned above refers to purchases or sales of inventory. For loans granted to facilitate business dealings, determine whether the amount is equivalent to the underlying business transaction.
2. The amount of loans to companies with short-term liquidity needs must not exceed 40% of the lender's net value. Loans to each individual Company cannot exceed 20%.
(1) The duration of "short-term" mentioned above refers to a period of one year or one business cycle (whichever is longer).
(2) The "amount of loans" refers to the cumulative balance of short-term capital lent by the company.
(3) Loans granted for short-term liquidity needs are permitted only under the following circumstances; the reasons for lending must also be provided. An external credit assessor may be commissioned if necessary to check borrower's credit:
a. When short-term lending is needed to facilitate business transactions.
b. When other companies are in need of short-term financing for material purchases or for working capital.
c. Other circumstances approved by the company's Board of Directors.</td><td>In accordance to the amendment to the Act</td></tr>
<tr><td>E) Loan execution and review procedures
1~2 pass
3. All information stated above is required to be approved by Head of Division and Chief Executive Officer, and must be approved by the Board of Directors before proceeding If an independent director has any objections or reservations, he shall state them in the proceedings of the board of</td><td>E) Loan execution and review procedures
1~2 pass
3. All information stated above is required to be approved by Head of Division and Chief Executive Officer, and must be approved by the Board of Directors before proceeding. The approval authority cannot be delegated to any other party. If the company has</td><td>In accordance to the amendment to the Act</td></tr>
</table>

directors. The approval authority cannot be delegated to any other party. If the company has Independent Directors in place, the opinions of the Independent Directors must be fully taken into consideration. Any pros and cons of opinions made by Independent Directors must be shown in the Board of Directors meeting minutes.The company has set up an audit committee to formulate or amend the operating procedures for Management of Loans to others, which shall be agreed by more than one-half of all members of the audit committee and submitted to the board of directors for a resolution, and shall not apply the third provision. If the preceding paragraph has not been agreed by more than one-half of all the members of the Board of Auditors, the consent of more than two-thirds of the directors of the Board of Auditors shall prevail, and the resolution of the Board of Auditors shall be set forth in the proceedings of the Board of Directors. All members and directors of the Audit Committee referred to in the preceding paragraph shall be calculated by the actual incumbent. 4~6 pass	Independent Directors in place, the opinions of the Independent Directors must be fully taken into consideration. Any pros and cons of opinions made by Independent Directors must be shown in the Board of Directors meeting minutes. 4~6 pass	
F) The authorized limits 1~3 pass 4. If the company has Independent Directors in place, the Independent Directors' opinions toward the lending arrangement must be fully taken into consideration. Any pros and cons opinions made by Independent Directors must be shown in the Board of Directors meeting minutes. If an independent director has any objections or reservations, he shall state them during the proceedings of the board of directors meeting. 5. pass	**F) The authorized limits** 1~3 pass 4. If the company has Independent Directors in place, the Independent Directors' opinions toward the lending arrangement must be fully taken into consideration. Any pros and cons opinions made by Independent Directors must be shown in the Board of Directors meeting minutes. 5. pass	In accordance to the amendment to the Act

Attachment VII

All Cosmos Bio-Tech Holding Corporation

The Comparison Table of Amendments to the Company's Operating Procedures for Endorsements and Guarantees

After Revision	Before Revision	Illustration
H) Announcement and reporting procedures (1) The company is required to announce and report before the 10th calendar day each month the amount of revenues generated by the company and its subsidiaries, and the outstanding amount of endorsements and guarantees provided by the company and its subsidiaries, in the previous month. (2) Apart from the monthly announcement and reporting of endorsement and guarantee balances, endorsements or guarantees that satisfy any of the following criteria must also be announced and reported within two days after the occurrence. i. When the outstanding amount of endorsements and guarantees provided by the company and its subsidiaries amount to more than 50% of the company's net value, as shown in the latest financial statements. ii. When the amount of endorsements and guarantees provided to a single business by the company and its subsidiaries amount to more than 20% of the company's net value, as shown in the latest financial statements. iii. When the amount of endorsements and guarantees provided to a single business by the company and its subsidiaries aggregate to more than NTD10 million, and the amount of endorsements, guarantees, long-term investments, and loans to the business amount to more than 30% of the company's net value, as shown in the latest financial statements must adopt the Law of Right and Interest. iv. When the additional endorsement or guarantee undertaken by the company or its subsidiary amounts to more than NTD30 million and represents more than 5% of the company's net value, as shown in the latest financial statements. (3) For subsidiaries that are not listed in any domestic public exchanges, all matters subject to announcements and regulatory reporting (4) above shall be made by the company.	**H) Announcement and reporting procedures** (1) The company is required to announce and report before the 10th calendar day each month the amount of revenues generated by the company and its subsidiaries, and the outstanding amount of endorsements and guarantees provided by the company and its subsidiaries, in the previous month. (2) Apart from the monthly announcement and reporting of endorsement and guarantee balances, endorsements or guarantees that satisfy any of the following criteria must also be announced and reported within two days after the occurrence. i. When the outstanding amount of endorsements and guarantees provided by the company and its subsidiaries amount to more than 50% of the company's net value, as shown in the latest financial statements. ii. When the amount of endorsements and guarantees provided to a single business by the company and its subsidiaries amount to more than 20% of the company's net value, as shown in the latest financial statements. iii. When the amount of endorsements and guarantees provided to a single business by the company and its subsidiaries aggregate to more than NTD10 million, and the amount of endorsements, guarantees, long-term investments, and loans to the business amount to more than 30% of the company's net value, as shown in the latest financial statements. iv. When the additional endorsement or guarantee undertaken by the company or its subsidiary amounts to more than NTD30 million and represents more than 5% of the company's net value, as shown in the latest financial statements. (3) For subsidiaries that are not listed in any domestic public exchanges, all matters subject to announcements and regulatory reporting (4) above shall be made by the company.	In accordance to the amendment to the Act

Attachment VIII

All Cosmos Bio-Tech Holding Corporation

The Comparison Table of Amendments to the Company's Rules of Procedures for Shareholders' Meetings

After Revision	Before Revision	Illustration
Article 2 <u>Notice to convene shareholders' meeting</u> The shareholders meeting of company shall be called by the board meeting, unless Company Act of Cayman Islands and the law or regulation of the ROC provides otherwise. A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. While a public notice shall be given to the registered share shareholders whose shareholding is less than one thousand shares no later than 30 days prior to the scheduled meeting date in accordance with the laws and regulations provided by ROC to enter such information into the Market Observation Post System (the MOPS). The company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and its shareholder services agent as well as being distributed on-site at the meeting place. The cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and the public notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, Reduction of capital, application for suspension of public offering, approval of directors to compete in a similar business, transfer of surplus to increase capital, transfer of public property to increase capital,or any matter under	**Article 2 <u>Notice to convene shareholders' meeting</u>** The shareholders meeting of company shall be called by the board meeting, unless Company Act of Cayman Islands and the law or regulation of the ROC provides otherwise. A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. While a public notice shall be given to the registered share shareholders whose shareholding is less than one thousand shares no later than 30 days prior to the scheduled meeting date in accordance with the laws and regulations provided by ROC to enter such information into the Market Observation Post System (the MOPS). The company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and its shareholder services agent as well as being distributed on-site at the meeting place. The cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and the public notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. Election or dismissal of directors,	In accordance to the amendment to the Act

After Revision	Before Revision	Illustration
Article 185, paragraph 1 of the Company Act or Articles 26-1 and 43-6 of the Securities and Exchange Act of ROC, shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Shareholder(s) holding 1% or more of the total number of issued shares may submit to this company a written proposal for discussion at a regular shareholders meeting or any electronic means designated by the Company. Such proposal, however, are limited to one item only, and no proposal containing more than one item will be included in the agenda. Under any circumstances of any subparagraph of Article 172-1, Paragraph 4 on the Company Act of ROC apply to proposal put forward by a shareholder, the board of directors may exclude it from the agenda. However, if the proposal is to ensure that the company promotes public interest or fulfill its social responsibility, then the board of directors may still include the proposal. Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than 10 days. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal. The company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.	amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act or Articles 26-1 and 43-6 of the Securities and Exchange Act of ROC, shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Shareholder(s) holding 1% or more of the total number of issued shares may submit to this company a written proposal for discussion at a regular shareholders meeting. Such proposal, however, are limited to one item only, and no proposal containing more than one item will be included in the agenda. Under any circumstances of any subparagraph of Article 172-1, Paragraph 4 on the Company Act of ROC apply to proposal put forward by a shareholder, the board of directors may exclude it from the agenda. Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than 10 days. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal. The company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.	