

ALL COSMOS BIO-TECH HOLDING CORPORATION
全宇生技控股有限公司
(the "Company")

DIRECTOR'S WRITTEN RESOLUTIONS
made pursuant to the Company's Articles of Association

The undersigned, being the sole Director of the Company acting by written consent without a meeting, DO HEREBY CONSENT to the adoption of the following resolutions:

1. DIRECTOR'S DECLARATION OF INTEREST

The sole Director of the Company has duly declared his interests (if any) in the transactions mentioned below in the manner required by applicable laws and regulations. A director is permitted by the articles of association of the Company to vote in respect of any contract or proposed contract or arrangement in which he is interested notwithstanding such interest(s).

2. APPLICATION FOR THE PUBLIC OFFERING AND INITIAL PUBLIC OFFERING WITH THE TAIWAN STOCK EXCHANGE (申請股票公開發行與第一上市案)

2.1 WHEREAS:

- (a) It is proposed that an application for a public offering in Taiwan of the Company's shares be made to Taiwan's Financial Supervisory Commission and that the Company apply for the initial public offering of its shares on the Taiwan Stock Exchange in accordance with applicable Taiwan law and regulations (the "**Proposed IPO**").

- (b) It is further proposed that authorization be given to the Chairman, in the name and on behalf of the Company, to do such acts and things as the Chairman shall deem necessary or appropriate, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such applications, agreements, documents, instruments, certificates, consents or waivers and all amendments to any such agreements, documents, instruments, certificates, consents or waivers and to pay, or cause to be paid, all such payments, as the Chairman may deem necessary, desirable, expedient or advisable to effect the Proposed IPO and the transactions contemplated thereunder in any manner and at any time and from time to time deemed appropriate in the sole discretion of the Chairman, the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing by the Chairman to be conclusive evidence of such approval and authority.

2.2 RESOLVED THAT

Subject to the approval of the shareholders of the Company being obtained:

- (a) Approval be and is hereby given for the Company to proceed with the Proposed IPO and to prepare and submit all relevant applications in connection therewith to the relevant Taiwan governmental bodies and regulatory authorities;
- (b) Authorization be and is hereby given to the Chairman, in the name and on behalf of the Company, to do such acts and things as the Chairman shall deem necessary or appropriate, including to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and to sign, make, execute, deliver, issue or file (or cause to be signed, made, executed, delivered, issued or filed) with any person including any governmental authority or agency, all such applications, agreements, documents, instruments, certificates, consents or waivers and all amendments to any such agreements, documents, instruments, certificates, consents or waivers and to pay, or cause to be paid, all such payments, as the Chairman may deem necessary or advisable in order to effect the Proposed IPO and the transactions contemplated thereunder in any manner and at any time and from time to time deemed appropriate in the sole discretion of the Chairman, the doing of any such acts and things and the signing, making, execution, delivery, issue and filing of such of the foregoing by the Chairman to be conclusive evidence of such approval and authority.

3. **APPOINTMENT/RESIGNATION OF DIRECTORS (公司董事改選案)**

3.1 WHEREAS, IT IS NOTED THAT:

- (a) By article 78 of the Company's articles of association, the Company may by ordinary resolution appoint any person(s) as director(s) of the Company.
- (b) It is proposed that the following persons be considered for appointment as directors of the Company (and each to be designated as an Independent Director, as defined under Taiwan's Securities and Exchange Act and Guidelines Governing the Establishment and Compliance of Independent Directors of Public Companies)(the "**Independent Directors**"), each of whom having consented in writing to be so appointed (copies of such written consent to act are attached hereto as Appendix A):

3 Independent Directors

- (c) It is also proposed that the following persons be considered for appointment as directors of the Company (the "**Additional Directors**"), each of whom having consented in writing to be so appointed (copies of such written consent to act are attached hereto as Appendix B):

2 Executive Directors

- (d) It is further intended that the sole Director of the Company shall resign from the office of director (the "**Sole Director Resignation**"), such resignation of the sole Director to take effect immediately after the Independent Directors have been appointed but just prior to the appointment of the Additional Directors. (A copy of the sole Director's resignation letter is attached hereto as Appendix C);

3.2 RESOLVED THAT subject to the approval of the Company and with effect from the date thereof:

- (a) The following persons be appointed as directors of the Company and be designated as Independent Directors (as the term is defined and understood under Taiwan's Securities and Exchange Act and Guidelines Governing the Establishment and Compliance of Independent Directors of Public Companies) to hold office in accordance with the Company's articles of association for the time being (the "**ID Appointment**");

3 Independent Directors

- (b) The resignation of the sole Director to take effect immediately after the ID Appointment;
- (c) Immediately after the ID Appointment and the Sole Director Resignation have taken effect, the following persons be appointed as additional directors of the Company to hold office in accordance with the Company's articles of association for the time being:
- (d) The Company's secretary or assistant secretary be and is hereby instructed to make the necessary entries in and to update the Register of Directors and Officers of the Company and to notify the Registrar of Companies in the Cayman Islands accordingly.

4. RELEASE AND WAIVER OF DIRECTORS' AND MANAGERS' NON-COMPETITION OBLIGATIONS (解除董事與經理人競業禁止之限制案)

4.1 IT IS NOTED THAT:

- (a) Pursuant to Article 209 of the Taiwan's Company Act, a director is required, prior to conducting any act or deed on behalf of himself or of a third party with the same scope of business of the Company, to clearly explain to the Company in general meeting the necessity and importance of his conduct and to obtain the Company's approval. The Directors who are carrying on businesses that are similar to or with the same scope of business as that of the Company's to be released from any such non-competition restrictions (the "**Affected Directors**") and relevant details thereof to be approved are as set out in the attached Appendix D.

- (b) Pursuant to Article 32 of Taiwan's Company Act, the managers of the Company are prohibited from serving as managers of other companies, to be self-employed or to be engaged on behalf of a third party in any business of similar kind, except with the approval of the Company in general meeting in accordance with Clause 1, Article 29 of Taiwan's Company Act. The managers who are appointed to positions within the affiliates of the Company (including but not limited to PRC diversification investments) to be released from any such non-competition restrictions (the "**Affected Managers**") and relevant details thereof to be approved are as set out in the attached Appendix E.

- 4.2 RESOLVED THAT subject to the approval of the Shareholders of the Company being obtained, the release and waiver of the Affected Directors and the Affected Managers from the non-competition restrictions and obligations described in paragraphs (a) and (b) above and the Appendices D and E be and are hereby approved.

5. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR YEARS 2010 AND 2011
(承認本公司 2010 及 2011 年年度合併財務報告案)

- 5.1 WHEREAS it was proposed that the consolidated financial statements for years 2010 and 2011 (including the Balance Sheet, Statement of Cash Flows, Statement of Shareholders Equity and Income Statement) (collectively the "**Consolidated Financial Statements**"), which will be audited by Ernst and Young, a copy of which Consolidated Financial Statements are attached as Appendix F hereto.

- 5.2 RESOLVED THAT:

- (a) The Consolidated Financial Statements for years 2010 and 2011 be and are hereby approved and be submitted to by Ernst and Young for their audit, and
- (b) After being audited by Ernst and Young, the said Consolidated Financial Statements for years 2010 and 2011 be submitted for approval by the Shareholders of the Company.

6. ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (公司章程修改案)

- 6.1 WHEREAS it was proposed that for the purposes of and in preparation for the Proposed IPO, the Company's existing memorandum and articles of association be amended in its entirety by replacing the same with the Amended and Restated Memorandum of Association and the Amended and Restated Articles of Association (a copy of the final draft is attached hereto as Appendix G) which complies with the applicable Taiwan rules and requirements for the purpose of the Proposed IPO (the "**Amended and Restated Memorandum and Articles of**

Association”). Also attached for information purposes only is the Chinese translation of the Amended and Restated Memorandum and Articles of Association. For avoidance of doubt, the Amended and Restated Memorandum and Articles of Association in English shall prevail.

6.2 RESOLVED THAT:

- (a) The draft Amended and Restated Memorandum and Articles of Association attached as Appendix G hereto be and are hereby approved for submission to the Shareholders of the Company for their approval by way of a special resolution;
- (b) Subject to such approval by the Shareholders of the Company being obtained, the draft Amended and Restated Memorandum and Articles of Association be and are hereby approved and adopted as the new memorandum of association and the new articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association with effect from the date as set out in the said special resolution of the Shareholders of the Company;
- (c) Subject to the draft Amended and Restated Memorandum and Articles of Association being approved and adopted, the Company’s secretary or assistant secretary be and is hereby instructed to make the relevant filings with the Registrar of Companies in the Cayman Islands accordingly.

7. **APPROVAL OF COMPANY’S INTERNAL BYE-LAWS (制定與修訂公司內部規則案)**

7.1 WHEREAS, it is proposed that, for purposes of and in preparation for the Proposed IPO, the following bye-laws (copies of which are annexed hereto) (each and collectively, the “**Internal Bye-laws**”) be adopted by the Company so as to be in compliance with applicable Taiwan rules and requirements:

- (a) Procedural Rules of General Meeting (股東會議事規則) as Appendix H;
- (b) Procedural Rules of Board Meetings (董事會議事規範) as Appendix I;
- (c) Rules of Audit committee (審計委員會組織規程) as Appendix J;
- (d) Guidelines Governing Election of Directors (董事選舉規範) as Appendix K;
- (e) Procedural Rules for the Salaries and Remuneration Committee (薪資報酬委員會組織規程) as Appendix L;
- (f) Procedures for Acquisition or Disposal of Assets (取得或處分資產處理程序) as Appendix M;

- (g) Procedures for Lending Funds to Other Parties (資金貸與他人作業程序) as Appendix N;
- (h) Procedures for Endorsement and Guarantee (背書保證作業程序) as Appendix O;
- (i) Procedures for Derivatives (衍生性金融商品作業程序) as Appendix P; and
- (j) Company's Standard Operating Procedures as Appendix Q.

7.2 RESOLVED THAT, subject to the Amended and Restated Memorandum and Articles of Association being approved and adopted as the new memorandum of association and the new articles of association of the Company, the Internal Bye-laws as annexed hereto as Appendices H through P be and are hereby approved for submission to the Shareholders of the Company for approval, and subject to the approval of the Shareholders being obtained, adopted as the internal procedural rules of the Company to remain in full force and effect until amended or revoked by the Company in general meeting.

8. AUDIT COMMITTEE (設置審計委員會暨委任審計委員會成員案)

8.1 WHEREAS IT IS NOTED THAT pursuant to Article 14-4 of Taiwan's Securities and Exchange Act, the Company in general meeting is required to establish a committee to be named as "Audit Committee" and to appoint the members of the said committee. The Audit Committee is to have all the functions, duties, powers and responsibilities as described in the Amended and Restated Memorandum and Articles of Association and the Rules of Audit Committee (as required by applicable Taiwan rules and regulations).

8.2 RESOLVED THAT subject to the Amended and Restated Memorandum and Articles of Association being approved and adopted as the new memorandum of association and the new articles of association of the Company, an Audit Committee be established by the Company to comprise only of Independent Directors of the Company who are appointed from time to time by the Company to be members of the Audit Committee, and that the foregoing be submitted to the Shareholders of the Company for their approval.

9. SALARIES AND REMUNERATION COMMITTEE (設置薪資報酬委員會暨委任薪酬委員會成員案)

9.1 WHEREAS IT IS NOTED THAT pursuant to Article 14-6 of the Taiwan's Securities and Exchange Act, the Company in general meeting is required to establish a committee to be named as the "Salaries and Remuneration Committee" and to appoint the members of the said committee. The Salaries and Remuneration Committee is to have all the functions, duties, powers and responsibilities as described in the Amended and Restated Memorandum and Articles of

Association and the Procedural Rules for the Salaries and Remuneration Committee (as required by applicable Taiwan rules and regulations).

- 9.2 RESOLVED THAT subject to the Amended and Restated Memorandum and Articles of Association being approved and adopted as the new memorandum of association and the new articles of association of the Company, a Salaries and Remuneration Committee be established by the Company to comprise only of Independent Directors of the Company who are appointed from time to time by the Company to be members of the Salaries and Remuneration Committee, and that the foregoing be submitted to the Shareholders of the Company for their approval.

10. APPLICATION FOR SHARES TO BE ISSUED IN SCRIPLESS FORM (通過股票無實體發行案)

- 10.1 WHEREAS in connection with the Company's proposed application for the Proposed IPO and to simplify the procedures relating to issuance of shares of the Company upon the listing of its shares on the Taiwan Stock Exchange, it is proposed that the shares of the Company may be issued in scripless form. It is further proposed that the Chairman of the Board be authorised, in the name and on behalf of the Company, to submit such applications to the relevant Taiwan authorities as may be necessary and to do such further acts and things as the Chairman shall deem necessary or appropriate in connection with such applications and to give effect to the foregoing proposal.

- 10.2 RESOLVED THAT the above proposal be approved and the same be submitted to the Shareholders of the Company for their approval.

10. APPOINTMENT OF LITIGIOUS AND NON-LITIGIOUS AGENT IN TAIWAN (委任公司在台訴訟與非訟代理人案)

- 10.1 WHEREAS, pursuant to Article 2-2 of the Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings and Taiwan's applicable laws and rules, the Company is required to appoint a litigious and non-litigious agent of the Company in Taiwan, who shall have the functions and duties as set out in the aforesaid laws and rules. It is proposed that Peng Chia Lin be appointed as the litigious and non-litigious agent of the Company in Taiwan.

- 10.2 RESOLVED THAT subject to the approval of the Shareholders of the Company being obtained, Peng Chia Lin be appointed as the litigious and non-litigious agent of the Company in Taiwan and that and any Director be authorised to sign all such agreements and do all such acts, for and on behalf of the Company, as may be necessary to effect the said appointment.

11. APPOINTMENT OF CHIEF EXECUTIVE OFFICER (委任公司行政總裁案)

- 11.1 WHEREAS, the Company intends to appoint Peng Shih Hao as the chief executive officer of the Company and it is proposed that Peng Shih Hao be appointed as the chief executive officer of the Company.
- 11.2 RESOLVED THAT subject to the approval of the Shareholders of the Company being obtained, Peng Shih Hao be appointed as the chief executive officer of the Company and that any Director be authorised to sign all such agreements and do all such acts, for and on behalf of the Company, as may be necessary to effect the said appointment and that (if required) the Company's register of directors and officers be updated to reflect the said appointment and a copy of the updated register be filed with the Registrar of Companies within thirty days of the said appointment.

12. APPOINTMENT OF INTERNAL AUDITOR (委任公司內部稽核案)

- 12.1 WHEREAS, the Company intends to appoint Tai Hong Wen as its internal auditor and it is proposed that Tai Hong Wen be appointed as the internal auditor of the Company.
- 12.2 RESOLVED THAT subject to the approval of the Shareholders of the Company being obtained, Tai Hong Wen be appointed as the internal auditor of the Company and that any Director be authorised to sign all such agreements and do all such acts, for and on behalf of the Company, as may be necessary to effect the said appointment and that the Company's register of directors and officers be updated to reflect the said appointment and a copy of the updated register be filed with the Registrar of Companies within thirty days of the said appointment.

13. CAPITAL INCREASE BY WAY OF PUBLIC OFFERING FOR THE PROPOSED IPO AND THE WAIVER OF PRE-EMPTIVE RIGHT BY ALL SHAREHOLDERS IN RESPECT OF SUCH CAPITAL INCREASE (通過第一上市前公開承銷用之現金增資及全體股東放棄該現金增資認股權案)

- 13.1 WHEREAS, it is proposed that:
- (a) In connection with the Proposed IPO, it is proposed that a public offering of new shares of a par value at NT\$10 each be made in Taiwan at an issue price which will be at a premium. The number of new shares to be offered and the issue price will be dependent on the prevailing paid-up capital at the time when conducting the underwriting activities in connection with the Proposed IPO.

- (b) It is proposed that the Chairman of the Board be hereby authorized, in the name and on behalf of the Company, to do such further acts and things as the Chairman shall deem necessary or appropriate in respect of the determination of the amount of the issued share capital increase;
- (c) It is further proposed that all existing Shareholders of the Company waive any and all pre-emptive rights to subscribe for the new shares (whether such pre-emptive rights be conferred under the articles of association of the Company for the time being or other contract or otherwise) in connection with the said public offering, such waivers to be obtained from each of the Shareholders at any time prior to the launch of the public offering;
- (d) Upon receiving the approval for capital increase from the competent authority, the Chairman of the Board shall determine all matters related to the issue of new shares, the issue price, the use of proceeds of the public offering, the terms and conditions of the public offering of shares and matters required to be amended due to change of the content of the approval issued by the competent authority or change in laws or regulations, or operational needs; and
- (e) It is further proposed that the new shares to be issued pursuant to the public offering in connection with the Proposed IPO shall be of the same class of shares as, and shall rank *pari passu* with, the then existing issued shares of the Company.

13.2 RESOLVED THAT, subject to the approval of the Shareholders of the Company being obtained:

- (a) The public offering of shares in connection with the Proposed IPO which shall comprise of such number of new shares (the "New Shares") with a par value NT\$10 per share to be issued at a premium, such number of New Shares, the issue price and other terms and conditions of issue to be determined by the Chairman of the Board depending on the then prevailing paid-up capital of the Company at the time when conducting the underwriting activities pursuant to the Proposed IPO, be and are hereby approved;
- (b) The Chairman of the Board be and is hereby authorised, in the name and on behalf of the Company, to do such further acts and things as the Chairman shall deem necessary or appropriate in respect of the determination of the amount of the issued share capital increase;
- (c) A waiver of any and all pre-emptive rights to subscribe for new shares whether (such pre-emptive rights be conferred under the articles of association of the Company for the time being or other contract or otherwise) in connection with new shares to be issued pursuant to the public offering by the Company, be obtained from each Shareholder of the Company;

- (d) The Chairman be and is hereby authorised to handle all matters in relation to the issue of the New Shares, the determination of the issue price, the use of proceeds and the terms and conditions of the public offering of shares and matters required to be amended due to a change of the content of the approval issued by the relevant competent authorities or a change in the laws or regulations, or operational needs and to sign and execute all documents under or in connection with the public offering and to take all other such steps and to do all such things as he may deem necessary or desirable in connection with the public offering or Proposed IPO; and
- (e) The Board of Directors be and is hereby authorised to offer, allot and issue the New Shares, upon such terms and conditions and to such persons as the Directors may think fit for the benefit of the Company, provided always that such shares shall rank *pari passu* with the existing issued shares.

14. APPOINTMENT OF AUTHORISED PERSONS IN RESPECT OF PROPOSED IPO AND ACCOUNT OPENING AT THE DEPOSITORY & CLEARING CORPORATION AND ISSUE OF SHARES IN SCRIPLESS FORM (選任關於第一上市、開立集保專戶與無實體股票之被授權人案)

- 14.1 WHEREAS, it is proposed that, for purposes of the Company's application for the Proposed IPO and for the purposes of opening an account with the Taiwan Depository & Clearing Corporation to facilitate issuance of shares in scripless form, be appointed as the Company's authorized signatory to execute (whether under the Company's common seal or by hand) and to deliver, for and in the name and on behalf of the Company such application forms, instruments on other documents and to do any other acts or things, as he shall in his discretion deem necessary or appropriate in connection with any of the matters contemplated by the foregoing.
- 14.2 RESOLVED THAT subject to the approval of the Shareholders of the Company being obtained, the appointment of as the Company's authorised signatory to execute (whether under the Company's common seal or by hand) and to deliver, for and in the name and on behalf of the Company such application forms, instruments on other documents and to do any other acts or things, as he shall in his discretion deem necessary or appropriate in connection with any of the matters contemplated by the foregoing, be and is hereby approved.

The undersigned has executed these resolutions in writing on the date indicated below.

Date: _____, 2012.

Sole Director
PENG, Shih-Hao