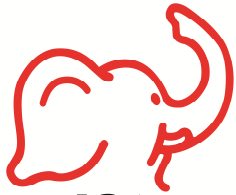


Stock Code : 4148



RealStrong® 全宇生技控股有限公司

All Cosmos Bio-Tech Holding Corporation

2025 Annual General Meeting

Meeting Handbook

Date: June 16, 2025

Venue: 15F, No. 99, Fuxing N. Rd., Songshan Dist., Taipei City
10595, Taiwan, R.O.C.

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All Cosmos Bio-Tech Holding Corporation

2025 Annual General Meeting

Meeting Procedure

1. Call the Meeting to Order
2. Chairman's Remarks
3. Reporting Items
4. Recognition Items
5. Discussion Items
6. Election Items
7. Other Matters
8. Extempore Motion
9. Meeting Adjourned

All Cosmos Bio-Tech Holding Corporation

2025 Annual General Meeting

Meeting Agenda

Date and Time:	9:00 a.m., June 16, 2025
Venue:	15F., No. 99, Fuxing N. Rd., Songshan Dist., Taipei City 10595, Taiwan (R.O.C.) (Primasia Conference & Business Centre)
Holding:	Physical Meeting
Attendance:	All Shareholders or their proxy holders
Chairman:	Mr. Peng, Shih-Hao

1. Announce attendance and call the Meeting to Order
2. Chairman's Remarks
3. Reporting Items
 - 3.1. Year 2024 Business Report
 - 3.2. Audit Committee's Review Report on Year 2024 Financial Statements
 - 3.3. Report on the Distribution of Employees' Compensation and Directors' Remuneration for Year 2024
 - 3.4. Report on Year 2024 Earnings Distribution and Cash Dividends
 - 3.5. Execution Report on the First Unsecured Convertible Bond in Republic of China
 - 3.6. Report on amendments of "Regulations Governing Procedure for Board of Directors Meetings"
 - 3.7. Report on amendments of "Corporate Governance Best Practice Principles"
4. Recognition Items
 - 4.1. Year 2024 Business Report and Financial Statements
 - 4.2. Year 2024 Earning Distribution Proposal
5. Discussion Items
 - 5.1. The issuance of new shares from earnings of the company
 - 5.2. Amendments to the Company's "Articles of Association"
6. Election Items
 - 6.1. Re-election of directors (including independent directors) of the company
7. Other Matters
 - 7.1. Proposal of release the prohibition on directors from participation in competitive business
8. Extempore Motion
9. Meeting Adjourned

Reporting Items

Agenda 1 : Year 2024 Business Report.

Explanatory Notes:

Please refer to Attachment I for the Year 2024 Business Report.

Agenda 2 : Audit Committee's Review Report on Year 2024 Financial Statements.

Explanatory Notes :

Please refer to Attachment II for the Review Report.

Agenda 3 : Report on the Distribution of Employees' Compensation and Directors Remuneration for Year 2024.

Explanatory Notes :

- (1) Pursuant to the Company's Articles of Incorporation and as approved by the Company's Board of Directors, it is hereby to declare NT\$4,060,781 as the Company's 2024 employees' compensation, and NT\$2,707,187 is declared as directors' remuneration, each of which represent 3.00% and 2.00% of profit before tax respectively.
- (2) There is no difference between the distribution of 2024 employees' compensation and directors' remuneration and the estimated amount of expenses on the account for the current year. Both are paid in cash.

Agenda 4 : Report on Year 2024 Earnings Distribution Proposal

Explanatory Notes :

- (1) Pursuant to clause 125 A of the Company's Articles of Incorporation, to authorize the board of directors to make a special resolution to pay all or part of the dividends payable in cash and report in Shareholders Meeting.
- (2) 2024 net profit after tax is NT\$128,588,414 the proposed earnings distribution is NT\$32,017,000 in cash. Cash dividends on common shares will be distributed as NT\$0.50 each share.
- (3) Please refer to Attachment VI for Year 2025 Earnings Distribution Proposal.

Agenda 5 : Execution Report on the First Unsecured Convertible Bond in Republic of China

Explanatory Notes :

The company's board of directors resolved to issue 5000 unit of the 3-year first unsecured convertible corporate bond in the Republic of China on July 13, 2022, as of the closing date (April 18, 2025), investors have not applied for exchanging corporate bonds, the Company has repaid NT\$459,300,000, and the outstanding amount is NT\$40,700,000.

Agenda 6 : Report on amendments of "Procedure Rules of Board of Director Meetings"

Explanatory Notes :

In response to the recent amendment to Taiwan's Company's Act, it is proposed to amend the Procedure Rules of Board of Director Meetings. Please refer to Attachment III for the comparison table of original and amended Rule.

Agenda 7 : Report on amendments of “Corporate Governance Best Practice Principles”

In response to the recent amendment to Taiwan’s Company’s Act, it is proposed to amend the Corporate Governance Best Practice Principles. Please refer to Attachment IV for the comparison table of original and amended Rule.

Recognition Items

Agenda 1 : Year 2024 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company’s Year 2024 Consolidated Financial Statements, have been duly audited by Independent Auditors, Mr. Yu Cheng Chuan and Mr. Liang Sheng Tai of Deloitte & Touche with unqualified opinions. In addition, Year 2024 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 for the 2024 Business Report, and Attachment V for the Consolidated Financial Statements of this Handbook.

RESOLUTION:

Agenda 2: Year 2024 Earnings Distribution Proposal (Proposed by the Board of Directors)

Explanatory Notes:

Year 2024 Earnings Distribution Proposal was approved by the Board of Directors and reviewed by the Audit Committee. Please refer to Attachment VI for Earnings Distribution Statement.

RESOLUTION:

Discussion Items

Agenda 1 : The issuance of new shares from earnings of the company (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The registered paid-in capital of the Company as of December 31, 2024 is NT\$640,340,010. In order to increase the capital scale and strengthen financial structure, the Company plans to increase capital by NT\$32,017,000 from earnings, issue 3,201,700 new shares with a par value of NT\$10 per share. The paid-in capital after the capital increase is NT\$672,357,010.

- (2) The original shareholders will be allotted 50 new shares for every thousand shares they hold as stated in the shareholder register on record date. In accordance with Article 240 of the Company Act, shareholders who are allotted fractional shares that are less than one share may go to the stock agency within 5 days from the final day of stock transfer to make up a whole share, all shares less than one share shall be purchased by the Chairman in consultation with a specific person at par value, calculated up to NTD (anything below NTD shall be rounded down). For shareholders who participate in the book-entry transfer allotment of shares, any fractional share amount that is less than one share will be used as the cost of handling the book-entry transfer.
- (3) The rights and obligations of the new shares issued in this capital increase are the same as those of the previously issued shares.
- (4) If the Company subsequently repurchases its own shares or transfers, converts, cancels shares, or otherwise increases or decreases shares, which affects the number of outstanding shares and causes a change in the shareholders' allotment ratio, the Shareholders' Meeting will decide whether to authorize the Chairman to handle the matter with full authority.
- (5) The ex-rights date is subject to approval by the shareholders' meeting. If there is any change due to the regulations of the competent authority or objective circumstances, the board of directors is authorized to determine it with full authority.

RESOLUTION:

Agenda 2 : Amendments to the Company's "Articles of Association" (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Amendments are proposed in response to legal requirement and operational needs, please refer to Appendix VII for comparison table of the revised articles,

RESOLUTION:

Election Items

Agenda 1 : Proposal for re-election of directors (including independent directors) of the company (Proposed by the Board of Directors)

Explanatory Notes:

- (1) The term of office of the sixth term of directors of the Company will terminate on June 21, 2025. In this election, 9 directors (including 4 independent directors) will be elected according to the company's articles of association. The new directors will take over after

being elected at shareholders meeting this year, and the original directors will be dismissed at the same time for a term of three years from June 16, 2025 to June 15, 2028.

- (2) Please refer to Appendix VIII of this handbook for the list of candidates approved by the board of directors this year, as well as their studies and experience.
- (3) The current independent director candidate Yang Yung Cheng has served as the independent director of the company for more than three terms. Considering his professional knowledge in accounting and extensive auditing experience, familiarity with the company's operating model, and upholding independent and objective standpoints to provide valuable advice and perform supervisory functions. Therefore, he will continue to be nominated as an independent director candidate.

RESOLUTION:

Other Matters

Agenda 1 : Proposal of release the prohibition on directors from participation in competitive business (Proposed by the Board of Directors)

Explanatory Notes:

- (1) Pursuant to Section 209 of the Companies Act, directors should explain the important content of their actions and obtain permission for their own or others' actions within the scope of business of the company at shareholders' meeting.
- (2) Please refer to Appendix IX of this handbook for the content of the positions to be lifted from the non-compete restriction.

RESOLUTION:

Extempore Motion

Meeting Adjourned

Attachments

Attachment I

All Cosmos Bio-Tech Holding Corporation.

Business Report 2024

Palm oil prices have continued to rise since mid-2023 due to changes in the global palm oil supply and demand balance. Oil palm trees bloom and produce fruit all year round, producing yield is highly affected by temperature, rainfall, and fertilization. However, between April 2023 and March 2024, the El Niño climate caused high temperatures and drought in major oil palm producing areas in Southeast Asia, such as Indonesia and Malaysia. Together with the climate impact caused by La Niña after June 2024, global oil palm production will decline in 2024. As demand remains strong, the price of palm oil is expected to increase by 9.7% from an average of MYR3,809.50 per tonne in 2023 to MYR4,179.50 per tonne in 2024.

As the pioneer of bio-chemical fertilizer in Malaysia, fertilizers provided by the company not only significantly help with fruit yield, but also have a positive impact on soil conservation and improvement. The company's long-term business operations in microbes, health food, and plant vaccines are gradually bringing in good results, and continue to strengthen its role in palm oil industry, the cumulative revenue for 2024 is NT\$2,458,636 thousand.

1. 2024 Operation Results

1.1 Business plan implementation results

Unit: NT\$ in Thousand ; %

	2024	2023	Increase(Decrease) Amount	Change Ratio
Operating Revenue	2,458,636	2,826,587	(367,951)	(13.02%)
Gross Profit	668,591	587,979	80,612	13.71%
Net Profit For The Year	128,588	139,361	(10,773)	(7.73%)

The company's fertilizer sales structure is mainly based on large plantation bids, supplemented by small farmers. The sales price of the bids is set on schedule, and the purchase price of small farmers fluctuates irregularly with market prices, both are positively correlated with the changes in raw material prices. The company has always maintained friendly relations with its customers and stable sales and shipments. 2024 revenue decreased by 13.02% in comparison with 2023 mainly because of the impact of the decreasing average selling price. Taking into account the impact of the overall environment and price adjustments, the company's profit in 2024 was NT\$128,599 thousand.

1.2 Financial Revenue and Profitability

Financial Ratio Item		2024	2023
Financial Structure (%)	Debt to Asset Ratio	14.72	23.40
	Long-Term Capital to Fixed Assets Ratio	331.25	362.41
Solvency (%)	Current Ratio	555.87	356.65
	Quick Ratio	391.91	267.19
Profitability (%)	Return on Assets	3.63	3.66
	Return on Equity	5.39	6.03
	Earning Per Share (NTD\$)	2.01	2.18

1.3 Development Strategy

The company will continue to be committed to the development of green agriculture and assist the upgrading and transformation of Malaysian agriculture. Also, the construction of the Indonesia factory was completed in 2024, and expects to expand the high growth potential Indonesian market with resource technology.

At the same time, it also further develops and sells health care products and uses technology to convert oil palm waste into functional sugar. This not only turns agricultural waste from waste into gold, but also takes into account health and environmental protection to achieve a circular economy.

1.4 Impacts of competition, regulation and overall economic environment

The company keeps up with the pulse of the industry and makes long-term plans for product development, customer relations and marketing management to enhance competitiveness and reduce the impact of the external competitive environment, and always pay attention to important domestic and foreign policies and legal changes. There were no changes in policies or laws that significantly affected the company's financial operations in recent years. Overall, the company is committed to the business fields it has been cultivating for a long time, continues to pursue quality improvement and expansion of applications, and carefully diversifies its business layout to reduce the impact of changes in the competitive environment, regulatory environment and the overall operating environment.

2. 2025 Operation Plan Summary:

The average CPO price will maintain at MYR4000-4300 per metric ton, according to the estimation of Malaysian Palm Oil Board (MPOB), higher than 2024 average price. Indonesia's B40 policy, which raises the percentage of palm oil in biodiesel blends from 35% to 40%, will reduce Indonesia's palm oil exports and increase the chances that other countries will shift their purchasing demand to Malaysia. Also, the importance of ESG led plantations paying more attention to the increased fruit yield and environmental benefits brought by biochemical organic compound fertilizers. Driven by multi-faceted benefits, the company will be able to further strengthen its connections with customers in 2025 through field experiments, education, cooperation, charity and product sales. As for other products, the health food business will also maintain steady growth and expand sales areas through more diversified products and sales methods.

The company has 20 years deep cultivation in the Malaysian biochemical fertilizer market, has more than 600 kinds of microbial strains and is the pioneer in the global bio-compound fertilizer industry. As global awareness on sustainable agriculture, improvement of soil degradation and ecological problems arise, the company's advanced technology can help to improve and maintain the environment moving towards the goal of green agriculture. Through continuous efforts to improve, research and development, we lay a solid foundation for future growth.

We hope that we can show our business results to our shareholders with our peers' efforts and our dedication. We commit to the spirit of continuous improvement and would like to thank our partners, shareholders and hardworking staffs for your long-standing support. Thank you for allowing me to express my sincere gratitude here!

All Cosmos Bio-Tech Holding Corporation
Chairman Peng Shih Hao

Attachment II

All Cosmos Bio-Tech Holding Corporation

Review Report of the Audit Committee

The Board of Directors has prepared this Company's 2024 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 Independent Auditors, Mr. Yu Cheng Chuan and Mr. Liang Sheng Tai 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 the Securities and Exchange Act. Please kindly approve.

2025 Annual General Meeting of
All Cosmos Bio-Tech Holding Corporation

Audit Committee Convener
Yang Yung Cheng

Date : March 13, 2025

Attachment III

Comparison table of Original and Amended “Regulations Governing Procedure for Board of Directors Meetings”

Article Number	Current Articles	Amended Articles	Explanations
Article 7	<p>(Board of Directors Reference Materials, Attendees and Board Meetings)</p> <p>When the board of directors of ACBT is convened, the management department (or the designated deliberation unit of the board of directors) should prepare relevant data for the attending directors to check at any time.</p> <p>When convening a board meeting, personnel from relevant departments or subsidiaries may be notified to attend as observers based on the content of the proposal. When necessary, accountants, lawyers, or other professionals may also be invited to attend the meeting and provide explanations. But when discussing and voting, one should leave the seat.</p> <p>The chairman of the board of directors shall announce the meeting immediately when more than half of the directors are present at the current meeting time.</p> <p>At the current meeting time, if half of the directors are not present, the chairman may announce a postponement of the meeting, with a maximum of two postponements. If the postponement is still insufficient, the chairman may convene a new meeting in accordance with the procedures stipulated in Article 3, Paragraph 2. The term "all directors" referred to in the preceding paragraph and Article 15, Paragraph 2, Item 2 shall be calculated based on those who are actually in office.</p>	<p>(Board of Directors Reference Materials, Attendees and Board Meetings)</p> <p>When the board of directors of ACBT is convened, the management department (or the designated deliberation unit of the board of directors) should prepare relevant data for the attending directors to check at any time.</p> <p>When convening a board meeting, personnel from relevant departments or subsidiaries may be notified to attend as observers based on the content of the proposal. When necessary, accountants, lawyers, or other professionals may also be invited to attend the meeting and provide explanations. But when discussing and voting, one should leave the seat.</p> <p>The chairman of the board of directors shall announce the meeting immediately when more than half of the directors are present at the current meeting time.</p> <p>At the current meeting time, if half of the directors are not present <u>at the meeting time</u>, the chairman may announce a postponement of the meeting, with a maximum of two postponements. If the postponement is still insufficient, the chairman may convene a new meeting in accordance with the procedures stipulated in Article 3, Paragraph 2. The term "all directors" referred to in the preceding paragraph and Article 15, Paragraph 2, Item 2 shall be calculated based on those who are actually in office.</p>	<p>Wording revisions made in accordance with the revision of laws and regulations.</p>

Article Number	Current Articles	Amended Articles	Explanations
Article 10	<p>(Proposal for Discussion)</p> <p>The board of directors of ACBT shall conduct its proceedings in accordance with the procedures set out in the meeting notice. But with the consent of more than half of the attending directors, it may be changed.</p> <p>The chairman shall not announce the adjournment of the meeting without the consent of more than half of the attending directors.</p> <p>During the proceedings of the board of directors meeting, if the number of directors present is less than half of the total number of directors present, the chairman shall, upon the proposal of the directors present, announce the suspension of the meeting and apply the provisions of Article 7, Paragraph 4.</p>	<p>(Proposal for Discussion)</p> <p>The board of directors of ACBT shall conduct its proceedings in accordance with the procedures set out in the meeting notice. But with the consent of more than half of the attending directors, it may be changed.</p> <p>The chairman shall not announce the adjournment of the meeting without the consent of more than half of the attending directors.</p> <p>During the proceedings of the board of directors meeting, if the number of directors present is less than half of the total number of directors present, the chairman shall, upon the proposal of the directors present, announce the suspension of the meeting and apply the provisions of Article 7, Paragraph 4.</p> <p><u>During the proceedings of the board of directors meeting, if the chairman is unable to preside over the meeting or fails to declare the meeting to adjourn in accordance with the provisions of Paragraph 2, the provision of Paragraph 3 of Article 6 shall apply mutatis mutandis to the selection and appointment of his proxy.</u></p>	<p>Wording revisions made in accordance with the revision of laws and regulations.</p>

Attachment IV

Comparison Table of Original and Amended “Corporate Governance Best Practice Principles”

Article Number	Current Articles	Amended Articles	Explanations
Article 3	<p>ACBT shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the company's internal and external environment.</p> <p>ACBT shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee or supervisors shall also attend to and supervise these matters. Directors and supervisors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the board of directors.</p> <p>ACBT has established channels and mechanisms of communication between their independent directors, audit committees or supervisors, and chief internal auditors, and the convener of the audit committee or</p>	<p>ACBT shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the company's internal and external environment.</p> <p>ACBT shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee or supervisors shall also attend to and supervise these matters. Directors and supervisors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the board of directors.</p> <p>ACBT has established channels and mechanisms of communication between their independent directors, audit committees or supervisors, and chief internal auditors, and the convener of the audit committee or</p>	<p>Wording revisions made in accordance with the revision of laws and regulations.</p>

Article Number	Current Articles	Amended Articles	Explanations
Article 3	<p>supervisors shall report their communication with the independent directors and chief internal auditors at the shareholders' meeting.</p> <p>(Omitted Below)</p>	<p>supervisors shall report their communication with the <u>Audit Committee members or supervisor</u>, and chief internal auditors at the shareholders' meeting.</p> <p>(Omitted Below)</p>	
Article 3-1	<p>(Personnel responsible for corporate governance affairs)</p> <p>A TWSE/TPEX listed company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the company, business situations and management needs, and to appoint a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in a securities, financial, or futures related institution or a public company in handling legal affairs, financial affairs, stock affairs, or corporate governance affairs.</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> 1. Handling matters relating to board meetings and shareholders meetings according to laws 2. Producing minutes of board meetings and shareholders meetings 3. Assisting in onboarding and continuous development of directors and supervisors 4. Furnishing information required for business execution by directors and supervisors 5. Assisting directors and supervisors 	<p>(Personnel responsible for corporate governance affairs)</p> <p>A TWSE/TPEX listed company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the company, business situations and management needs, and to appoint a chief corporate governance officer <u>in accordance with regulations of the competent authority, TWSE or TPEX</u> as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in <u>legal affairs, legal compliance affairs, internal audit affairs</u>, financial affairs, stock affairs, or corporate governance affairs.</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> 1. Handling matters relating to board meetings and shareholders meetings according to laws 2. Producing minutes of board meetings and shareholders meetings 3. Assisting in onboarding and continuous development of directors and supervisors 4. Furnishing information required for business execution by directors and supervisors 5. Assisting directors and supervisors 	<p>Wording revisions made in accordance with the revision of laws and regulations.</p>

Article Number	Current Articles	Amended Articles	Explanations
Article 3-1	with legal compliance 6. Other matters set out in the articles or corporation or contracts	with legal compliance 6. <u>Report to the Board on the results of its review of whether the qualifications of independent directors comply with relevant laws and regulations at the time of nomination, election and during their term of office.</u> 7. <u>Handle matters related to the change of directors.</u> 8. Other matters set out in the articles or corporation or contracts	
Article 6	The board of directors of ACBT shall properly arrange the agenda items and procedures for shareholders meetings, and formulate the principles and procedures for shareholder nominations of directors and supervisors and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location, with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements. (Omitted below)	The board of directors of ACBT shall properly arrange the agenda items and procedures for shareholders meetings, and formulate the principles and procedures for shareholder nominations of directors and supervisors and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location <u>and supplement by video conferencing</u> , with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements. (Omitted below)	Wording revisions made in accordance with the revision of laws and regulations.
Article 7	ACBT shall encourage its shareholders to actively participate in corporate governance. The company has engaged a professional shareholder services agent to handle	ACBT shall encourage its shareholders to actively participate in corporate governance. The company has engaged a professional shareholder services agent to handle	Wording revisions made in accordance with the revision of laws and

Article Number	Current Articles	Amended Articles	Explanations
Article 7	<p>shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The company shall seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholders meetings in both Chinese and English concurrently, and shall adopt electronic voting, in order to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with laws and is advised to avoid raising extraordinary motions and amendments to original proposals at a shareholders meeting, and is advised to adopt a candidate nomination system for the election of directors and supervisors.</p> <p>(Omitted Below)</p>	<p>shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The company shall seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholders meetings in both Chinese and English concurrently, and shall adopt electronic voting, in order to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with laws and is advised to avoid raising extraordinary motions and amendments to original proposals at a shareholders meeting, and is advised to adopt a candidate nomination system for the election of directors and supervisors.</p> <p>(Omitted Below)</p>	regulations.
Article 10	<p>ACBT shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the company.</p> <p>To treat all shareholders equally, it is advisable that the company concurrently disclose the information under the preceding paragraph in English.</p> <p>To protect its shareholders' rights and interests and ensure their equal</p>	<p>ACBT shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the company.</p> <p>To treat all shareholders equally, it is advisable that the company concurrently disclose the information under the preceding paragraph in English.</p> <p>To protect its shareholders' rights and interests and ensure their equal</p>	Wording revisions made in accordance with the revision of laws and regulations.

Article Number	Current Articles	Amended Articles	Explanations
Article 10	<p>treatment, the company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.</p>	<p>treatment, the company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.</p> <p><u>The preceding specification should include the stock trading control measures of ACBT's insiders from the date of learning of the Company's financial reports or relevant results.</u></p> <p><u>Including (but not limited to) directors are not allowed to trade their shares during the closed period, namely 30 days before the announcement of the annual financial report and 15 days before the announcement of the quarterly financial report.</u></p>	
Article 17	<p>When ACBT and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.</p> <p>All transactions or contracts made by and between ACBT and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channelling of profits is strictly prohibited.</p>	<p>When ACBT and its <u>relevant party and shareholder</u> enter into <u>finance and/or business dealings</u> and transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions <u>and improper transfer of benefits</u> shall be prohibited.</p> <p>All transactions or contracts made by and between ACBT and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channelling of profits is strictly prohibited.</p> <p><u>The content of the written regulations in the preceding paragraph shall include the management procedures for transactions such as purchase and sale of goods, acquisition or disposal of assets, loaning of funds and making of endorsement and</u></p>	<p>Wording revisions made in accordance with the revision of laws and regulations.</p>

Article Number	Current Articles	Amended Articles	Explanations
Article 17		<u>guarantee, and relevant major transactions should be approved by the board of directors, approved or reported by the shareholders' meeting.</u>	
Article 20	<p>(Omitted paragraph 1 to 2)</p> <p>The composition of the board of directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as company officers not exceed one-third of the total number of the board members, and that an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:</p> <ol style="list-style-type: none"> 1. Basic requirements and values: Gender, age, nationality, and culture. 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. <p>(Omitted paragraph 4)</p>	<p>(Omitted paragraph 1 to 2)</p> <p>The composition of the board of directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as company officers not exceed one-third of the total number of the board members, and that an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:</p> <ol style="list-style-type: none"> 1. Basic requirements and values: Gender, age, nationality, and culture. <u>The ratio of female directors should reach one-third of the director seats.</u> 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. <p>(Omitted paragraph 4)</p>	Wording revisions made in accordance with the revision of laws and regulations.
Article 22	ACBT has specify in its articles of incorporation that it adopts the candidate nomination system for elections of directors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.	ACBT <u>shall comply with the regulations of the competent authority to specify</u> in its articles of incorporation that <u>election of directors shall adopt</u> candidate nomination system, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.	Wording revisions made in accordance with the revision of laws and regulations.

Article Number	Current Articles	Amended Articles	Explanations
Article 24	<p>ACBT shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and not less than one-fifth of the total number of directors.</p> <p>(Omitted paragraph 2 to 6)</p>	<p>ACBT shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and not less than one-third of the total number of directors, the consecutive term of independent directors should not exceed three terms.</p> <p>(Omitted paragraph 2 to 6)</p>	Wording revisions made in accordance with the revision of laws and regulations.
Article 28	<p>ACBT shall establish either an audit committee or a supervisor.</p> <p>(Omitted below)</p>	<p>ACBT shall establish either an audit committee or a supervisor.</p> <p>(Omitted below)</p>	Wording revisions made in accordance with the revision of laws and regulations.
Article 29	<p>(Omitted paragraph 1 to 4)</p> <p>ACBT has evaluated the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually. In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.</p>	<p>(Omitted paragraph 1 to 4)</p> <p>ACBT <u>shall reference to standards of AQIs to</u> evaluate the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually. In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.</p>	Wording revisions made in accordance with the revision of laws and regulations.
Article 37	<p>Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to</p>	<p>Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to</p>	Wording revisions made in accordance with the revision of laws and regulations.

Article Number	Current Articles	Amended Articles	Explanations
Article 37	<p>the resolutions of board of directors.</p> <p>ACBT formulate rules and procedures for board of directors performance assessments, and that each year it conducts regularly scheduled performance assessments of the board of directors, functional committees, and individual directors through self-assessment, peer-to-peer assessments, engaging outside professional institutions, or in any other appropriate manner. It is advisable that the performance assessment of the board of directors include the following aspects, and that appropriate assessment indicators be developed in consideration of the company's needs:</p> <ol style="list-style-type: none"> 1. The degree of participation in the company's operations. 2. Improvement in the quality of decision making by the board of directors. 3. The composition and structure of the board of directors. 4. The election of the directors and their continuing professional education. 5. Internal controls. <p>It is advisable that performance assessments of board members (self-assessments or peer-to-peer assessments) include the following aspects, with appropriate adjustments made on the basis of the company's needs:</p> <ol style="list-style-type: none"> 1. Their grasp of the company's goals and missions. 2. Their recognition of director's duties. 3. Their degree of participation in the company's operations. 4. Their management of internal 	<p>the resolutions of board of directors.</p> <p>ACBT <u>shall</u> formulate rules and procedures for board of directors' performance assessments, <u>except</u> that each year it conducts regularly scheduled performance assessments of the board of directors, functional committees, individual directors through self-assessment, <u>or</u> peer-to-peer assessments, <u>could also</u> engage outside professional institutions, or in any other appropriate manner. It is advisable that the performance assessment of the board of directors <u>should</u> include the following aspects, and that appropriate assessment indicators be developed in consideration of the company's needs:</p> <ol style="list-style-type: none"> 1. The degree of participation in the company's operations. 2. Improvement in the quality of decision making by the board of directors. 3. The composition and structure of the board of directors. 4. The election of the directors and their continuing professional education. 5. Internal controls. <p>It is advisable that performance assessments of board members (self-assessments or peer-to-peer assessments) <u>should</u> include the following aspects, with appropriate adjustments made on the basis of the company's needs:</p> <ol style="list-style-type: none"> 1. Their grasp of the company's goals and missions. 2. Their recognition of director's duties. 3. Their degree of participation in the company's operations. 4. Their management of internal 	

Article Number	Current Articles	Amended Articles	Explanations
Article 37	<p>relationships and communication.</p> <p>5. Their professionalism and continuing professional education.</p> <p>6. Internal controls.</p> <p>It is advisable that the performance assessment of a functional committee cover the following aspects, subject to changes according to the company's needs:</p> <ol style="list-style-type: none"> 1. Their degree of participation in the company's operations. 2. Their recognition of the duties of the functional committee. 3. Improvement in the quality of decision making by the functional committee. 4. The composition of the functional committee, and election and appointment of committee members. 5. Internal control. <p>ACBT submits the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.</p>	<p>relationships and communication.</p> <p>5. Their professionalism and continuing professional education.</p> <p>6. Internal controls.</p> <p>It is advisable that the performance assessment of a functional committee cover the following aspects, subject to changes according to the company's needs:</p> <ol style="list-style-type: none"> 1. Their degree of participation in the company's operations. 2. Their recognition of the duties of the functional committee. 3. Improvement in the quality of decision making by the functional committee. 4. The composition of the functional committee, and election and appointment of committee members. 5. Internal control. <p>ACBT submits the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.</p>	
Article 40	<p>Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of ACBTs, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure</p>	<p>Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of ACBTs, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure</p>	<p>Wording revisions made in accordance with the revision of laws and regulations.</p>

Article Number	Current Articles	Amended Articles	Explanations
Article 40	that company employees at all levels will enhance their professionalism and knowledge of the law.	that company employees at all levels will enhance their professionalism and knowledge of the law.	
Article 42	ACBT has specify in its articles of incorporation that it adopts the candidate nomination system for elections of supervisors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.	ACBT <u>shall</u> specify in its articles of incorporation that elections of supervisors <u>should adopt nomination system</u> , carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act <u>to comply with regulations of competent authority</u> .	Wording revisions made in accordance with the revision of laws and regulations.
Article 50	Upon becoming supervisors and throughout their terms, supervisors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of ACBT covering subjects relating to corporate governance.	Upon becoming <u>board members</u> and throughout their terms, supervisors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of ACBT covering subjects relating to corporate governance. <u>Employees at all levels are also tasked to enhance their professional and legal knowledge.</u>	Wording revisions made in accordance with the revision of laws and regulations.

Attachment V

**All Cosmos Bio-Tech Holding Corporation and
Subsidiaries**

**Consolidated Financial Statements for the
Years Ended December 31, 2024 and 2023 and
Independent Auditors' Report**

Address: One Nexus Way Camana Bay, Grand
Cayman, KY1-9005 Cayman Islands

Telephone: (607)252-3788

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, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (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, 2024 and 2023, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of 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, 2024. 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.

The key audit matters identified in the Group's consolidated financial statements for the year ended December 31, 2024 are stated as follows:

Occurrence of Sales Revenue from Major Customers

The Group primarily focuses on the sale of bioorganic and biochemical compound fertilizers. Considering the higher inherent risk in revenue recognition and its significant impact on the Group's financial statements for major customers whose transaction amounts have significantly increased compared to the same period last year, we identified the occurrence of sales revenue from the aforementioned major customers as the key audit matter.

Refer to Notes 4 (n) and 24 to the consolidated financial statements for details on the accounting policy and relevant disclosures on revenue recognition.

The main audit procedures that we performed in respect of sales revenue from major customers included the following:

1. We obtained an understanding of the Group's internal control and operating procedures of the sales cycle, and we designed the corresponding audit procedures and tested the effectiveness of the internal controls associated with the risk mentioned above.
2. We performed substantive tests on sales revenue, selected samples from the general ledger of sales revenue, and checked the records against external supporting documents and documents of receivables to verify the occurrence of sales.

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 Standards on Auditing of 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 Standards on Auditing of 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, 2024 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 audits resulting in this independent auditors' report are Cheng-Chuan Yu and Sheng-Tai Liang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2025

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024		2023	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 933,928	26	\$ 1,458,863	40
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	46,316	1	41,071	1
Financial assets at amortized cost - current (Notes 4, 9 and 34)	269,436	7	157,095	4
Trade receivables, net (Notes 4, 10 and 24)	587,783	16	406,014	11
Trade receivables from related parties (Notes 4, 24 and 33)	30,940	1	37,595	1
Other receivables (Notes 4 and 10)	4,270	-	3,706	-
Other receivables from related parties (Notes 4 and 33)	82	-	6,698	-
Current tax assets (Notes 4 and 26)	40,147	1	50,667	2
Inventories (Notes 4 and 11)	675,032	18	591,062	16
Prepayments (Note 18)	69,780	2	65,212	2
Other current assets (Note 18)	<u>3,526</u>	<u>-</u>	<u>395</u>	<u>-</u>
Total current assets	<u>2,661,240</u>	<u>72</u>	<u>2,818,378</u>	<u>77</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	5,326	-	-	-
Investments accounted for using the equity method (Notes 4 and 13)	27,376	1	22,343	1
Property, plant and equipment (Notes 4, 14, 33 and 34)	777,899	21	641,159	17
Right-of-use assets (Notes 4, 15 and 34)	159,986	5	154,162	4
Goodwill (Notes 4 and 16)	383	-	1,108	-
Other intangible assets (Notes 4 and 17)	11,158	-	9,072	-
Deferred tax assets (Notes 4 and 26)	17,775	1	10,737	-
Other non-current assets (Note 18)	<u>9,431</u>	<u>-</u>	<u>16,776</u>	<u>1</u>
Total non-current assets	<u>1,009,334</u>	<u>28</u>	<u>855,357</u>	<u>23</u>
TOTAL	<u>\$ 3,670,574</u>	<u>100</u>	<u>\$ 3,673,735</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 19 and 34)	\$ 185,737	5	\$ -	-
Financial liabilities at fair value through profit or loss - current (Notes 4, 7 and 20)	45	-	19,500	-
Contract liabilities - current (Notes 4 and 24)	2,591	-	907	-
Trade payables	80,204	2	108,530	3
Trade payables to related parties (Note 33)	8,775	-	22,429	1
Other payables (Note 21)	126,034	4	95,794	3
Other payables to related parties (Note 33)	220	-	10,862	-
Current tax liabilities (Notes 4 and 26)	16,826	1	18,266	-
Lease liabilities - current (Notes 4 and 15)	5,963	-	4,760	-
Current portion of long-term borrowings (Notes 19, 20 and 34)	51,938	1	508,446	14
Other current liabilities (Notes 21 and 33)	<u>416</u>	<u>-</u>	<u>751</u>	<u>-</u>
Total current liabilities	<u>478,749</u>	<u>13</u>	<u>790,245</u>	<u>21</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 20)	-	-	-	-
Long-term borrowings (Notes 19 and 34)	15,852	1	24,800	1
Deferred tax liabilities (Notes 4 and 26)	42,875	1	38,743	1
Lease liabilities - non-current (Notes 4 and 15)	2,119	-	5,084	-
Net defined benefit liabilities - non-current (Notes 4 and 22)	<u>673</u>	<u>-</u>	<u>669</u>	<u>-</u>
Total non-current liabilities	<u>61,519</u>	<u>2</u>	<u>69,296</u>	<u>2</u>
Total liabilities	<u>540,268</u>	<u>15</u>	<u>859,541</u>	<u>23</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4 and 23)				
Share capital				
Ordinary shares	<u>640,340</u>	<u>18</u>	<u>640,340</u>	<u>18</u>
Capital surplus	<u>782,370</u>	<u>21</u>	<u>781,838</u>	<u>21</u>
Retained earnings				
Legal reserve	245,658	6	231,923	6
Special reserve	512,043	14	422,189	12
Unappropriated earnings	<u>652,137</u>	<u>18</u>	<u>690,096</u>	<u>19</u>
Total retained earnings	<u>1,409,838</u>	<u>38</u>	<u>1,344,208</u>	<u>37</u>
Other equity	<u>(317,313)</u>	<u>(9)</u>	<u>(512,043)</u>	<u>(14)</u>
Total equity attributable to owners of the Company	2,515,235	68	2,254,343	62
NON-CONTROLLING INTERESTS (Note 23)	<u>615,071</u>	<u>17</u>	<u>559,851</u>	<u>15</u>
Total equity	<u>3,130,306</u>	<u>85</u>	<u>2,814,194</u>	<u>77</u>
TOTAL	<u>\$ 3,670,574</u>	<u>100</u>	<u>\$ 3,673,735</u>	<u>100</u>

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, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 24 and 33)				
Sales	\$ 2,458,636	100	\$ 2,826,587	100
OPERATING COSTS (Notes 11, 25 and 33)				
Cost of goods sold	<u>(1,790,045)</u>	<u>(73)</u>	<u>(2,238,608)</u>	<u>(79)</u>
GROSS PROFIT	<u>668,591</u>	<u>27</u>	<u>587,979</u>	<u>21</u>
OPERATING EXPENSES (Notes 25 and 33)				
Selling and marketing expenses	(233,401)	(10)	(160,186)	(6)
General and administrative expenses	(267,739)	(11)	(236,166)	(8)
Research and development expenses	(3,739)	-	(3,731)	-
Expected credit (loss) gain (Notes 10 and 33)	<u>(7,835)</u>	<u>-</u>	<u>1,999</u>	<u>-</u>
Total operating expenses	<u>(512,714)</u>	<u>(21)</u>	<u>(398,084)</u>	<u>(14)</u>
PROFIT FROM OPERATIONS	<u>155,877</u>	<u>6</u>	<u>189,895</u>	<u>7</u>
NON-OPERATING INCOME AND EXPENSES (Notes 25 and 33)				
Interest income	35,234	1	30,417	1
Other income	14,560	1	4,944	-
Other gains and losses	50,370	2	31,012	1
Finance costs	(6,083)	-	(3,983)	-
Share of profit of associates (Note 13)	<u>2,812</u>	<u>-</u>	<u>5,345</u>	<u>-</u>
Total non-operating income and expenses	<u>96,893</u>	<u>4</u>	<u>67,735</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	252,770	10	257,630	9
INCOME TAX EXPENSE (Notes 4 and 26)	<u>(78,280)</u>	<u>(3)</u>	<u>(68,321)</u>	<u>(2)</u>
NET PROFIT FOR THE YEAR	<u>174,490</u>	<u>7</u>	<u>189,309</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 4, 23 and 26)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 22)	76	-	(71)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	287	-	-	-

(Continued)

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Exchange differences on translation to the presentation currency	\$ 267,622	11	\$ (113,042)	(4)
Income tax related to items that will not be reclassified subsequently to profit or loss	<u>(17)</u>	<u>-</u>	<u>16</u>	<u>-</u>
	<u>267,968</u>	<u>11</u>	<u>(113,097)</u>	<u>(4)</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(24,760)	(1)	4,331	-
Income tax relating to items that may be reclassified subsequently to profit or loss	<u>5,252</u>	<u>-</u>	<u>(712)</u>	<u>-</u>
	<u>(19,508)</u>	<u>(1)</u>	<u>3,619</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>248,460</u>	<u>10</u>	<u>(109,478)</u>	<u>(4)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 422,950</u>	<u>17</u>	<u>\$ 79,831</u>	<u>3</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 128,588	5	\$ 139,361	5
Non-controlling interests	<u>45,902</u>	<u>2</u>	<u>49,948</u>	<u>2</u>
	<u>\$ 174,490</u>	<u>7</u>	<u>\$ 189,309</u>	<u>7</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 323,377	13	\$ 49,452	2
Non-controlling interests	<u>99,573</u>	<u>4</u>	<u>30,379</u>	<u>1</u>
	<u>\$ 422,950</u>	<u>17</u>	<u>\$ 79,831</u>	<u>3</u>
EARNINGS PER SHARE (Note 27)				
From continuing operations				
Basic	<u>\$ 2.01</u>		<u>\$ 2.18</u>	
Diluted	<u>\$ 1.94</u>		<u>\$ 2.13</u>	

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, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company										
	Share Capital			Retained Earnings			Other Equity			Non-controlling Interests	Total Equity
	Number of Shares (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gain on Financial Assets at Fair Value Through Other Comprehensive Income	Total		
BALANCE AT JANUARY 1, 2023	64,034	\$ 640,340	\$ 781,838	\$ 195,237	\$ 527,952	\$ 643,755	\$ (422,189)	\$ -	\$ 2,566,933	\$ 496,276	\$ 2,863,209
Appropriation of 2022 earnings (Note 23)	-	-	-	36,686	-	(36,686)	-	-	-	-	-
Legal reserve	-	-	-	-	-	105,763	-	-	-	-	-
Special reserve	-	-	-	-	(105,763)	(160,085)	-	-	(160,085)	-	(160,085)
Cash dividends distributed by the Company	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(20,360)	(20,360)
Net profit for the year ended December 31, 2023	-	-	-	-	-	139,361	-	-	139,361	49,948	189,309
Other comprehensive loss for the year ended December 31, 2023, net of income tax (Note 23)	-	-	-	-	-	(155)	(89,854)	-	(89,909)	(19,569)	(109,478)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	139,206	(89,854)	-	49,452	30,379	79,831
Increases in non-controlling interests (Note 23)	-	-	-	-	-	-	-	-	-	32,490	32,490
Acquisition of additional non-controlling interests in subsidiaries (Notes 23 and 28)	-	-	-	-	-	-	-	-	-	19,109	19,109
Change in percentage of ownership interests in subsidiaries (Notes 23 and 29)	-	-	-	-	-	(1,957)	-	-	(1,957)	1,957	-
BALANCE AT DECEMBER 31, 2023	64,034	640,340	781,838	231,923	422,189	690,096	(512,043)	-	2,254,343	559,851	2,814,194
Appropriation of 2023 earnings (Note 23)	-	-	-	13,735	-	(13,735)	-	-	-	-	-
Legal reserve	-	-	-	-	-	89,854	-	-	-	-	-
Special reserve	-	-	-	-	-	(89,854)	-	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	(64,034)	-	-	(64,034)	-	(64,034)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	(42,804)	(42,804)
Net profit for the year ended December 31, 2024	-	-	-	-	-	128,588	-	-	128,588	45,902	174,490
Other comprehensive income for the year ended December 31, 2024, net of income tax (Note 23)	-	-	-	-	-	59	194,443	287	194,789	53,671	248,460
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	-	128,647	194,443	287	323,377	99,573	422,950
Changes in percentage of ownership interests in subsidiaries (Notes 23 and 29)	-	-	532	-	-	1,017	-	-	1,549	(1,549)	-
BALANCE AT DECEMBER 31, 2024	64,034	640,340	782,370	245,658	512,043	652,137	(317,600)	287	2,515,235	615,071	3,130,306

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 252,770	\$ 257,630
Adjustments for:		
Depreciation expense	52,332	48,410
Amortization expense	1,647	737
Expected credit loss recognized (reversed) on trade receivables	7,835	(1,999)
Net (gain) loss on fair value changes of financial assets/liabilities at fair value through profit or loss	(5,775)	7,808
Finance costs	6,083	3,983
Interest income	(35,234)	(30,417)
Share of profit of associates	(2,812)	(5,345)
(Gain) loss on disposal of property, plant and equipment	(1,204)	418
Gain from lease modification	(39)	-
Gain on redemption of bonds payable	(5,771)	-
Unrealized loss (gain) on foreign exchange	21,795	(14,136)
Impairment loss recognized on goodwill	796	-
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	663	374
Trade receivables	(155,496)	231,330
Trade receivables from related parties	9,769	17,663
Other receivables	(568)	257
Inventories	(28,808)	537,702
Prepayments	(190)	(1,625)
Contract liabilities	1,534	(4,970)
Trade payables	(35,264)	33,604
Trade payables to related parties	(14,560)	14,372
Other payables	22,462	(32,610)
Other payables to related parties	(69)	12
Other current liabilities	(426)	(16)
Net defined benefit liabilities	66	615
Cash generated from operations	91,536	1,063,797
Interest received	35,315	29,160
Interest paid	(5,715)	(3,168)
Income tax paid	(66,950)	(130,546)
Net cash generated from operating activities	54,186	959,243
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at amortized cost	(161,772)	(70,194)
Proceeds from sale of financial assets at amortized cost	68,139	34,126
Purchase of financial assets at fair value through profit or loss	(10,128)	(40,971)
Proceeds from sale of financial assets at fair value through profit or loss	10,213	-
		(Continued)

ALL COSMOS BIO-TECH HOLDING CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
Purchase of financial assets at fair value through other comprehensive income	\$ (4,824)	\$ -
Acquisition of subsidiaries	-	29,638
Payments for property, plant and equipment	(139,699)	(155,472)
Proceeds from disposal of property, plant and equipment	1,505	328
Increase in refundable deposits	(1,488)	-
Decrease in refundable deposits	-	3,405
Decrease in other receivables from related parties	7,458	4,112
Payments for intangible assets	(2,549)	(673)
Increase in prepayment for equipment	-	(7,278)
Decrease in prepayment for equipment	<u>4,689</u>	<u>-</u>
Net cash used in investing activities	<u>(228,456)</u>	<u>(202,979)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	187,548	-
Repayments of short-term borrowings	(24,827)	(386,482)
Repayments of bonds	(468,532)	-
Repayments of long-term borrowings	(10,349)	(9,635)
Proceeds from guarantee deposits received	36	286
Increase in other payables to related parties	267	-
Repayment of the principal portion of lease liabilities	(5,798)	(6,096)
Dividends paid to owners of the Company	(64,034)	(160,085)
Changes in non-controlling interests	-	32,490
Dividends paid to non-controlling interests	<u>(42,804)</u>	<u>(20,360)</u>
Net cash (used in) generated from financing activities	<u>(428,493)</u>	<u>(549,882)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES		
	<u>77,828</u>	<u>(89,029)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(524,935)	117,353
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,458,863</u>	<u>1,341,510</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 933,928</u>	<u>\$ 1,458,863</u>

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

(Concluded)

Attachment VI**All Cosmos Bio-Tech Holding Corporation****Year 2024 Earnings Distribution Proposal**

Unit:NT\$

Items		Amount
Beginning Balance of Undistributed Earnings		522,473,143
Add : Net Profit for the Period	128,588,414	
Remeasurement amounts of defined benefit plans are recognized in retained earnings	59,029	
Adjustment of retained earnings due to investment using equity method	1,017,036	
The amount of Net profit for the Period plus other items included in current year's undistributed surplus		129,664,479
Less : 10% Legal Reserve		(12,966,448)
Plus : Reverse the Special Surplus Reserve According to Law		194,729,980
Available for Distribution Surplus *		833,901,154
Distributable Items		
Stock Dividends to shareholders NT\$ 0.5 per share (0.05 shares per share calculated based on the share capital on 2024/12/31)		(32,017,000)
Cash Dividends to shareholders (NT\$ 0.5 per share) 64,034,001 shares		(32,017,000)
Closing Balance of Undistributed Earnings		769,867,154

Note :

1. The distribution of cash dividends out of surplus is in accordance with 125A of the Company's Articles of Association, which authorizes the Board of Directors to make a resolution and submit it to the shareholders' meeting.
2. The Cash Dividend is NT\$0.5 per share, and a stock dividend is NT\$0.5 per share, total dividend amount is NT\$1 per share. The distributed amount will be in round numbers, the remainder will be treated as other income.
3. If the Company subsequently buys back the shares of the Company, transfers, converts and cancels the treasury shares, or according to the issue and conversion rules to convert the Company Bonds, which affects the amount of shares outstanding, the share allotment and the changes of the dividend yields, will raise request to shareholders' meeting to authorize the Chairman to handle the matter.

Attachment VII

Comparison Table of Original and Amended “Articles of Association

Article Number	Current Articles	Amended Articles	Explanations
48B	<p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</p> <p>If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 67, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.</p>	<p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</p> <p>If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 67, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.</p>	<p>This paragraph is revised in accordance with the Checklist for Protecting Shareholders of Foreign Issuers amended on May 2, 2024.</p>
49	<p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner</p>	<p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner</p>	<p>This paragraph is revised in accordance with the Checklist for Protecting Shareholders of Foreign Issuers amended on May 2, 2024.</p>

Article Number	Current Articles	Amended Articles	Explanations
49	<p>permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting. Where the Company's paid-in capital has reached NT\$ <u>10 billion</u> or more on the last day of the most recent fiscal year, or the aggregate shareholding of foreign Shareholders and PRC shareholders has reached 30% or more on the book closure day of the annual general meeting in the most recent fiscal year, the Company shall complete the transmission of the aforementioned electronic documents thirty (30) days prior to the date of annual general meetings.</p>	<p>permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting. Where the Company's paid-in capital has reached <u>NT\$ 2 billion</u> or more on the last day of the most recent fiscal year, or the aggregate shareholding of foreign Shareholders and PRC shareholders has reached 30% or more on the book closure day of the annual general meeting in the most recent fiscal year, the Company shall complete the transmission of the aforementioned electronic documents thirty (30) days prior to the date of annual general meetings.</p>	

Attachment VIII

All Cosmos Bio-Tech Holding Corporation

List of Director Candidates

Title	Name	Education	Experience	Shares
Chairman	Peng Shih Hao	Ph.D., Institute of Wood Science and Technology, University of Putra, Malaysia Master of Business Administration, Honolulu University, Hawaii	CEO & Director, ACI Director, SSHF Director, KLSSB Director, SESB Director, GK Bio Director, PT Biotek Director, EEMSB Director, CNSB Chairman, All Cosmos Investment Ltd.	245,000
Director	Peng Chia Lin	Shih Hsin College of Journalism and Communication	Director of Clinical Research, Quintiles Director, GK Bio Director, EEMSB Vice President, ACBT Taiwan Director, Maxtrench Corp.	45,000
Director	Peng Yi Fen	Queensborough Community College-Associate in Science	Senior Manager, ACI Director, ACI Director, CNSB Director, Asia Win Development Ltd.	11,000
Director	Lim Tau Boon	Diploma in Mechanical Engineering from Singapore Polytechnic Diploma in Industrial Management from Singapore Polytechnic	Director, SSHF Director, KLSSB Director, AESB COO, ACI Vietnam Regional Director , Intraco Ltd. Regional Manager in Dalian and Shanghai, Intraco Ltd International Operation Manager, Intraco Ltd	-
Director	Lo Tzu-Wu	Institute of Law, National Chung Hsing University	Weiyang Law Firm Lawyer Supervisor, Sea way Technology Co., Ltd. Person in charge, Sea Way Energy Co., Ltd Person in charge, Hui Yang Energy Co., Ltd Supervisor, Hong Sheng Co., Ltd.	-
Independent Director	Yang Yung-Cheng	Institute of Law, National Chung Hsing University Certified Accountant of higher examination Accountant,	Person in charge, Moores Rowland CPAs Supervisor, Yungchan Construction Co., Ltd Supervisor, Dan Jie Construction Co., Ltd Supervisor, Mega Bank Independent director, Timing Pharmaceutical Co., Ltd	-

Title	Name	Education	Experience	Shares
Independent Director	Lee Wen-Chuan	Bachelor of Plant Pathology, National Chung Hsing University Ph. D, Post-Doctoral Research, Department of Life Science, National Tsing Hua University Post Doctoral Research, UCLA	Principle, Agricultural Technology Research Institute Principle, Reboot Agricultural Technology., Ltd Consultant, Agricultural Bank of Taiwan Deputy Chairman, Taiwan Formosa Organic Association Consultant, Agricultural Bank of Taiwan Consultant, Hsin Chu County Local Industry Consultant, Tze Chiang Foundation Committee Member, Harmony Organic Agriculture Foundation Committee Member, Miaoli Management Office, Irrigation Agency, Ministry of Agriculture	-
Independent Director	Juan, Chiung-Hua	Master in Accounting, National Taiwan University Certified Accountant of higher examination Certified Valuation Analyst Qualified Lecture	CPA, Smart CPA firm Committee, CPA Association Independent Director, Gene Touch Corp., Independent Director, TTFB Restaurant Group	-
Independent Director	Ho, Chia-Fang	Ph.D. in Legal Research, Osaka University Master in Legal Research, Osaka University Master in Law, Department of Law, National Taipei University	Associate Professor, Department of Law, SooChow University Exchange Committee, SooChow University Supervisor, Taiwan Society of Health Law Supervisor, Taipei Dispute Resolution Study Society Consultant, Taiwan Bar Association Director, Taiwan Private International Law Association	-

Attachment IV

Proposal of Release the Prohibition on Directors from Participation in Competitive Business

Title	Name	Positions in other companies
Chairman	Peng Shih Hao	Director, All Cosmos Industries Sdn. Bhd. Director, Sabah Softwoods Hybrid Fertiliser Sdn. Bhd. Director, Sawit Ecoshield Sdn. Bhd. Director, GK Bio International Sdn. Bhd. Director, PT All Cosmos Biotek Director, Cosmos Nutriscience Sdn. Bhd. Director, Eastern Eckare Malaysia Sdn. Bhd.
Director	Peng Chia Lin	Director, GK Bio International Sdn. Bhd. Director, Eastern Eckare Malaysia Sdn. Bhd.
Director	Peng Yi Fen	Director, All Cosmos Industries Sdn. Bhd. Director, Cosmos Nutriscience Sdn. Bhd.
Director	Lim Tau Boon	Director, Sabah Softwoods Hybrid Fertiliser Sdn. Bhd. Director, Kinabalu Life Sciences Sdn. Bhd.
Director	Lo Tzu-Wu	Supervisor, Sea way Technology Co., Ltd. Person in charge, Sea Way Energy Co., Ltd Person in charge, Hui Yang Energy Co., Ltd Supervisor, Hong Sheng Co., Ltd.
Independent Director	Yang Yung-Cheng	Supervisor, Yungchan Construction Co., Ltd Supervisor, Dan Jie Construction Co., Ltd Supervisor, Mega Bank Independent director, Timing Pharmaceutical Co., Ltd
Independent Director	Lee Wen-Chuan	Principle, Reboot Agricultural Technology., Ltd Deputy Chairman, Taiwan Formosa Organic Association
Independent Director	Juan Chiung-Hua	Independent Director, Gene Touch Corp. Independent Director, TTFB Restaurant Group

Appendix I

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
ALL COSMOS BIO-TECH HOLDING CORPORATION 全宇生技控股有限公司
(Adopted by Special Resolution passed on June 12, 2023)

THE COMPANIES ACT (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

All Cosmos Bio-Tech Holding Corporation 全宇生技控股有限公司

(Adopted by Special Resolution passed on June 12, 2023)

1. The name of the Company is All Cosmos Bio-Tech Holding Corporation 全宇生技控股有限公司 (the "**Company**").
2. The registered office of the Company will be situated at the registered office of Intertrust Corporate Services (Cayman) Limited, One Nexus Way, Camana Bay, Grand Cayman KY1-9005, Cayman Islands or at such other location as the Directors may from time to time determine.
3. The objects for which the Company is established are unrestricted.

The Company have full power and authority to carry out any object not prohibited by any act as provided by Section 7(4) of the Companies Act of the Cayman Islands (as amended) (the "**Act**").
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Act.
5. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
6. The liability of the Shareholders of the Company is limited to the amount, if any, unpaid on the share respectively held by them.
7. The capital of the Company is **NT\$6,000,000,000** divided into **600,000,000** Common Shares of a nominal or par value of **NT\$10** each provided always that subject to the Act and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
8. The Company may exercise the power contained in Section 206 of the Act to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.

THE COMPANIES ACT (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

ALL COSMOS BIO-TECH HOLDING CORPORATION 全宇生技控股有限公司

(Adopted by Special Resolution passed on June 12, 2023)

TABLE A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Act shall not apply to All Cosmos Bio-Tech Holding Corporation 全宇生技控股有限公司 (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company.

INTERPRETATION

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

"Acquisition" refers to an act wherein a company acquiring shares, business or assets of another company in exchange for shares, cash or other assets;

"Affiliated Company" means with respect to any affiliated company as defined in the Applicable Listing Rules;

"Applicable Listing Rules" means the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Taiwan Company Act, Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;

"Articles" means these articles of association of the Company, as amended or substituted from time to time;

"Audit Committee" means the audit committee of the Company formed by the Board pursuant to Article 錯誤! 找不到參照來源。 hereof, or any successor audit committee;

"Book-Entry Transfer" means a method whereby the issue, transfer or delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Transfer shall be recorded in the entry sub-account under the Company's account with the securities central depository in Taiwan;

"Capital Reserves" means the share premium account, income from endowments received by the Company, capital redemption reserve, profit and loss account and other reserves generated in accordance with generally accepted accounting principles.

"Chairman" has the meaning given thereto in Article 錯誤! 找不到參照來源。;

"Class" or **"Classes"** means any class or classes of Shares as may from time to time be issued by the Company;

"Commission" means Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;

"Common Share" means a common share in the capital of the Company of NT\$10 nominal or par value issued subject to and in accordance with the provisions of the Act and these Articles, and having the rights and being subject to restrictions as provided for under these Articles with respect to such Share;

"Constituent Company" means an existing company that is participating in a Merger with one (1) or more other existing companies within the meaning of the Act;

"Directors" and **"Board of Directors"** and **"Board"** means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof;

"Delisting" means (a) the delisting of the Shares registered or listed on any Taiwan stock exchange or securities market as a result of a Merger in which the Company will dissolve, general assumption (as defined in the Applicable Listing Rules), share swap (as defined in the Applicable Listing Rules) or Spin-off; and (b) the shares of the surviving company in the Merger, the transferee company in the general assumption or the existing company or newly-incorporated company in the share swap or Spin-off will not be registered or listed on any Taiwan stock exchange or securities market;

"electronic" shall have the meaning given to it in the Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

"electronic communication" means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;

"Emerging Market" means the emerging market board of Taipei Exchange in Taiwan;

"Family Relationship within Second Degree of Kinship" in respect of a natural person, means another natural person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include but not limited to the parents, siblings, grandparents, children and grandchildren of the first person as well as the first person's spouse's parents, siblings and grandparents;

"Guidelines Governing Election of Directors" means guidelines governing election of Directors of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Indemnified Person" has the meaning given thereto in Article 錯誤! 找不到參照來源。;

"Independent Director" means a director who is an independent director as defined in the Applicable Listing Rules;

"Act" means the Companies Act of the Cayman Islands (as amended);

"Legal Reserves" the legal reserve allocated in accordance with the Applicable Listing Rules;

"Memorandum of Association" means the memorandum of association of the Company, as amended or substituted from time to time;

"Merger" means the merging of two (2) or more Constituent Companies and the vesting of their undertaking, property and liabilities in one (1) of such companies as the Surviving Company within the meaning of the Act;

"MOEA" means Ministry of Economic Affairs of Taiwan being administering the Company Act of Taiwan and relevant corporate matters in Taiwan;

"Office" means the registered office of the Company as required by the Act;

"Ordinary Resolution" means a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting

of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

"paid up" means paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;

"Person" means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

"preferred Shares" has the meaning given thereto in Article 0;

"Procedural Rules of Board Meetings" means procedural rules of the Board meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Procedural Rules of General Meetings" means procedural rules of the general meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Register" or **"Register of Members"** means the register of Members of the Company required to be kept pursuant to the Act;

"Republic of China" or **"Taiwan"** means the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

"Retained Earnings" means the sums including but not limited to the Legal Reserves, Special Reserves, and unappropriated earnings;

"Rules of Audit Committee" means rules of Audit Committee of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"Seal" means the common seal of the Company (if adopted) including any facsimile thereof;

"Secretary" means any Person appointed by the Directors to perform any of the duties of the secretary of the Company;

"Share" means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;

"Shareholder" or **"Member"** means a Person who is registered as the holder of Shares in the Register;

"Share Premium Account" means the share premium account established in accordance with these Articles and the Act;

"Shareholders' Service Agent" means the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;

"signed" means bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

"Special Reserves" means the reserve allocated from Retained Earnings in accordance with the Applicable Listing Rules, or resolutions of shareholders meetings;

"Special Resolution" means a special resolution of the Company passed in accordance with the Act, being a resolution passed by a majority of not less than two-thirds (2/3) of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

"Spin-off" refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;

"Supermajority Resolution Type A" means a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than half of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds (2/3) of all issued Shares of the Company;

"Supermajority Resolution Type B" means where the Shareholders attending the general meeting are holding less than two-thirds (2/3) of all issued Shares of the Company entitled to vote thereon as required under the Supermajority Resolution Type A, a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds (2/3) of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than half of all issued Shares of the Company;

"Supermajority Special Resolution" means a Special Resolution approved by the Shareholders holding at least two-thirds (2/3) of the Shares in issue at the time of the general meeting;

"Surviving Company" means the sole remaining Constituent Company into which one (1) or more other Constituent Companies are merged within the meaning of the Act;

"Taipei Exchange" means the Taipei Exchange in Taiwan;

"Treasury Shares" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Act and the Applicable Listing Rules; and

"TSE" means the Taiwan Stock Exchange.

2. In these Articles, save where the context requires otherwise:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;
- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
- (d) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;
- (e) reference to any determination by the Directors shall be construed as a determination by the Directors in their absolute discretion and shall be applicable either generally or in any particular case; and
- (f) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one (1) and partly another.

3. Subject to the last two preceding Articles, any words defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PRELIMINARY

4. The business of the Company may be commenced at any time after incorporation.

5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.
6. The preliminary expenses incurred in the formation of the Company and in connection with the issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.
7. The Board of Directors shall keep, or cause to be kept, the Register which may be kept in or outside the Cayman Islands at such place as the Board of Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.

SHARES

8. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may :
 - (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto;and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.
9. The Directors may authorise the division of Shares into any number of Classes and the different Classes shall be authorised, established and designated (or re-designated as the case may be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) shall be fixed and determined by the Directors.
10. The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors and with the approval of a Special Resolution. Prior to the issuance of any preferred Shares approved pursuant to this Article 0, these Articles shall be amended to set forth the rights and obligations of the preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of preferred Shares:
 - (a) number of preferred Shares issued by the Company and the number of preferred Shares the Company is authorized to issue;
 - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on preferred Shares;
 - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Shareholders;
 - (e) other matters concerning rights and obligations incidental to preferred Shares; and
 - (f) the method by which the Company is authorized or compelled to redeem the preferred Shares, or a statement that redemption rights shall not apply.

11. Subject to these Articles and the Applicable Listing Rules, the issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
12. Subject to Article 12A, the Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.
- 12A. If a subscriber fails to pay any call or instalment of call with respect of any Shares on the day fixed for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued, within a period of not less than 1 month from the date of the notice given by the Directors. The notice shall name a further day (not earlier than the expiration of aforesaid one month or longer period from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time fixed the Shares in respect of which the call was made will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a determination of the Directors to that effect. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, whether on account of the amount of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting Shareholder.
13. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Subsidiaries of the Company who are determined by the Board in its reasonable discretion. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
14. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided herein, in the Applicable Listing Rules or resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by public announcement and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The public announcement and written notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. In no event shall the subscription right in this Article be transferred to any other third parties. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.
15. The Shareholders' pre-emptive right prescribed under Article 14 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
 - (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;

- (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options;
 - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares; or
 - (d) in connection with meeting the Company's obligation under preferred Shares vested with rights to acquire Shares.
16. For so long as the Shares are registered in the Emerging Market, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company may allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. For so long as the Shares are listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.
17. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company may, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors, adopt one (1) or more employee incentive programmes (such as employee stock option plan) pursuant to which options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or any Subsidiaries of the Company to subscribe for Shares. The options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
- 17B. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules and the requirements of the Commission.

PRIVATE PLACEMENT

- 17C. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company may by a resolution passed by at least two-thirds (2/3) of votes cast by Shareholders present at the general meeting with a quorum of more than half of the total number of the issued Shares at the general meeting carry out private placement of its securities to the following entities in Taiwan:
- (a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;
 - (b) individuals, legal entities or funds meeting the qualifications established by the Commission; and
 - (c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, a private placement of ordinary corporate bonds may be carried out in instalments within one (1) year of the date of the relevant resolution of the Board of Directors approving such private placement.

MODIFICATION OF RIGHTS

18. Whenever the capital of the Company is divided into different Classes (such as the Common Shares and the preferred Shares), the rights attached to any such Class may (unless otherwise provided by the terms of issue of the Shares of that Class) only be materially adversely varied or abrogated (including but not limited to the circumstances where there is any amendment to these Articles which may be prejudicial to the rights of the holders of any preferred Shares) by: (i) a Special Resolution passed at a general meeting of holders of Common Shares; and (ii) a Special Resolution passed at a separate meeting of the holders of Shares of the relevant Class (such as the preferred Shares).

To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one (1) or more Persons at least holding or representing by proxy one-half (1/2) of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one (1) vote for each Share of the Class held by him.

19. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

CERTIFICATES

20. The Company shall deliver Shares to the subscribers of new Shares by Book-Entry Transfer within thirty (30) days from the date the Shares may be issued pursuant to the Applicable Listing Rules and make public announcement prior to the delivery. So long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Company may issue the Shares in scriptless form provided that the Company shall register with the securities central depository in Taiwan. No Person shall be entitled to a certificate for any or all of his/her Shares, unless the Directors shall determine otherwise.

FRACTIONAL SHARES

21. Subject to these Articles, the Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share. If more than one (1) fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

TRANSFER OF SHARES

22. Title to Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Applicable Listing Rules, the Act and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years as the Directors may agree with such employees.

Subject to the Act and notwithstanding anything to the contrary in these Articles, Shares that are listed or admitted to trading on an approved stock exchange (as defined in the Act, including the Taipei Exchange and the TSE), may be evidenced and transferred in accordance with the rules and regulations of such exchange.

23. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve or the form required by the Taipei Exchange or TSE (for so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE) and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. The Register of Members maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be kept by recording the particulars required under the Act in a form otherwise than legible provided such recording otherwise complies with the acts applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules. To the extent the Register of Members is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.
24. The Board may decline to register any transfer of any Share unless:
- (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one (1) class of Shares;
 - (c) the instrument of transfer is properly stamped, if required; or
 - (d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four (4).

Notwithstanding the above, the Board may not unreasonably decline to register any transfer of any Shares. This Article is not applicable during the period that the Shares are registered in the Emerging Market or listed in Taipei Exchange or TSE.

25. The registration of transfers may be suspended when the Register is closed in accordance with Article 0.
26. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

TRANSMISSION OF SHARES

27. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two (2) or more holders, the survivors or survivor, or the legal personal representatives of the deceased, shall be the only Person recognised by the Company as having any title to the Share.
28. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, but the Directors shall, in either case, have the same right to decline or suspend registration, and for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE,

decline or suspend registration in accordance with the acts applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules, as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.

29. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided however, that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with. Notwithstanding the above, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Directors shall comply with the acts applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules.

VOTING ON RESOLUTION

30. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe.

The Company may from time to time by Ordinary Resolution:

- (a) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares;
- (b) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;
- (c) subdivide its existing Shares, or any of them into Shares of a smaller amount; and
- (d) cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled.

31. The Company may also by Special Resolution:

- (a) change its name;
- (b) subject to the Act, reduce its share capital and any capital redemption reserve in any manner authorised by act; and
- (c) effect a Merger of the Company in accordance with the Applicable Listing Rules and the Act.

For the avoidance of doubt, in case a Merger is a Delisting, Article 33A shall apply.

32. The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:

- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
- (b) transfer the whole or any material part of its business or assets;
- (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;

- (e) grant waiver to the Director's engaging in any business within the scope of the Company's business;
 - (f) issue restricted shares for employees pursuant to Article 17B;
 - (g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and Directors' Remunerations pursuant to Article 錯誤! 找不到參照來源。 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B; and
 - (h) share swap.
33. Subject to the Act, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass:
- (a) either a Supermajority Resolution Type A or a Supermajority Resolution Type B, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 00 above.
- 33A The Company shall pass a Supermajority Special Resolution if the Company effects a Delisting in accordance with the Applicable Listing Rules.
34. Subject to the Act, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 0 or Spin-off, Merger, Acquisition or share swap of the Company is adopted by general meeting, any Shareholder who has voted against such matter or forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting may request in writing the Company to purchase all of his Shares at the then prevailing fair price and specify the purchase price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Company shall apply to any competent court of Taiwan for a ruling on the fair price against all the dissenting shareholders as the opposing party within thirty (30) days after such sixty-day period, and Taiwan Taipei District Court may have the jurisdiction. To the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

The number of shares held by the shareholders who forfeited his right to vote shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

For the purpose of this Article 34, if the Company and any Shareholder reach an agreement about the price of the Shares to be repurchased by the Company, the Company shall pay for such agreed purchase price of Shares to be repurchased within ninety (90) days from the date of passing of the resolution by general meeting. In case no agreement as to the purchase price is reached, the Company shall pay the fair price as determined by the Company to such Shareholder within ninety (90) days from the date on which the resolution was adopted. If the Company fails to pay the agreed purchase price, the Company shall be deemed to agree to the price as requested by the Shareholder.

REDEMPTION AND PURCHASE OF SHARES

35. Subject to the Act, the Applicable Listing Rules and these Articles, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Shareholder. For so long as the Shares are registered in the Emerging Market or listed on the

Taipei Exchange or TSE, the repurchase of the Shares by the Company shall be subject to the Applicable Listing Rules and the Cayman Islands law.

36. The Company is authorised to make payments in respect of the redemption of its shares out of the funds lawfully available (including out of capital) in accordance with the Law and the Applicable Listing Rules.
37. The redemption price of a redeemable Share, or the method of calculation thereof, shall be fixed by the Directors at or before issue of such Share. Subject to these Articles, every share certificate representing a redeemable share shall indicate that the share is redeemable.
38. Subject to the Applicable Listing Rules and Articles 38B and 39B, and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Directors may on behalf of the Company purchase any share in the Company (including a redeemable share) by agreement with the Shareholder or pursuant to the terms of the issue of the share and may make payments in respect of such purchase in accordance with the Act, the Applicable Listing Rules and the Ordinary Resolution authorizing the manner and terms of purchase.
- 38B. Subject to the Applicable Listing Rules, upon approval of a majority of Directors present at a Board meeting attended by two-thirds (2/3) of all Directors or more, the Company may repurchase its outstanding Shares listed on the Taipei Exchange or TSE. The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the Taipei Exchange or TSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.
39. The redemption price or repurchase price may be paid in any manner authorised by the Act and these Articles. A delay in payment of the redemption price or repurchase price shall not affect the redemption or repurchase but, in the case of a delay of more than thirty (30) days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by Class A banks in the Cayman Islands for thirty day deposits in the same currency.
- 39B. The Shares may only be cancelled in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor with the sanction of either the Supermajority Resolution Type A or the Supermajority Resolution Type B. The number of Shares to be repurchased and cancelled pursuant to a repurchase of Shares described in the preceding paragraph shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.

The amount payable to the Shareholders in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). The assets to be delivered and the amount of such substitutive share capital in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor shall be approved by either the Supermajority Resolution Type A or the Supermajority Resolution Type B and shall be subject to consent by the Shareholder receiving such assets. Prior to such general meeting, the Board of Directors shall have the value of assets to be delivered and the amount of such substitutive share capital in respect of repurchase of the Shares (as described in the preceding paragraph) be audited and certified by a certified public accountant in Taiwan.

TREASURY SHARES

40. No share may be redeemed unless it is fully paid-up. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Act and Applicable Listing Rules. If the Board of Directors does not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.

- 40B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of Treasury Shares.
- 40C. The Company shall be entered into the Register as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Act, save that, subject to the Applicable Listing Rules and the Act, an allotment of Shares as fully paid bonus shares in respect of a Treasury Shares is permitted and Shares allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares.
- 40D. Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing Rules, such employees may undertake to the Company to refrain from transferring such Shares during certain period with a maximum of two (2) years.
- 40E. Subject to the Applicable Listing Rules, the transfer of Treasury Shares to its employees by the Company at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company shall be approved at the next general meeting by a resolution passed by at least two-thirds (2/3) of votes of Shareholders attending the meeting with a quorum of more than half of the total issued Shares. The following matters shall be listed in the reasons for convening this general meeting and in no event shall such matters be proposed at the general meeting as ad hoc motions:
- (a) transfer price determined, discount rate, calculation basis and fairness;
 - (b) number of Treasury Shares to be transferred, purpose and fairness;
 - (c) criteria of eligible employees and number of Treasury Shares that may be subscribed for; and
 - (d) impact on shareholders' rights: (i) the amount to be booked as expense of the Company and dilution of earnings per Share; and (ii) description of the Company's financial burden arising from the transfer of Treasury Shares to employees at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company.

The accumulated number of Treasury Shares that have been transferred to employees as so approved at each general meetings shall not exceed five (5%) of the total issued Shares of the Company, and the accumulated number of Treasury Shares transferred to a single employee shall not exceed zero point five percent (0.5%) of the total issued Shares.

CLOSING REGISTER OR FIXING RECORD DATE

41. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days inclusive of the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
42. Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a

general meeting and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 0 in respect of convening a general meeting, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules.

GENERAL MEETINGS

43. All general meetings other than annual general meetings shall be called extraordinary general meetings.
44. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year and shall specify the meeting as such in the notices calling it.
- 44B. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, general meetings may be convened by means of videoconference or other means announced by the Taiwan competent authorities of Taiwan Company Act. Notwithstanding the foregoing, where there is any act of Gods, incidents or other events of force majeure, the Taiwan competent authorities of Taiwan Company Act may announce that, within a certain period, the general meetings of the Company shall be convened by means of videoconference or other means as announced regardless these Articles have provided the same or not.
- 44C. Where the Company convenes general meetings by means of videoconference, any Shareholder who attends the general meetings by means of videoconference shall be deemed attending in person. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, with respect to convening the general meetings by means of videoconference, the required conditions, procedures, and other required matters that the Company shall comply with shall be in accordance with applicable securities laws and regulations of Taiwan.
45. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all physical general meetings shall be held in Taiwan, if a physical general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 0, the relevant Shareholders, within two (2) days after the such requisition, shall apply for the approval of the Taipei Exchange or the TSE.
46. Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 0, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.
47. If at any time there are no Directors, any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued Shares of the Company for a period of one (1) consecutive year or a longer time may, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

48. At least twenty (20) and ten (10) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively; provided however for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, at least thirty (30) and fifteen (15) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent by the individual recipients.
- 48B. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.
- If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 錯誤! 找不到參照來源。 , the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.
49. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting. Where the Company's paid-in capital has reached NT\$ 2 billion or more on the last day of the most recent fiscal year, or the aggregate shareholding of foreign Shareholders and PRC shareholders has reached 30% or more on the book closure day of the annual general meeting in the most recent fiscal year, the Company shall complete the transmission of the aforementioned electronic documents thirty (30) days prior to the date of annual general meetings.
50. The following matters and their respective material contents 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 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 Act, 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 Act 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.

PROCEEDINGS AT GENERAL MEETINGS

51. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes.

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 proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Act 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).

53. Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of Directors. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves a chairman for such meeting.

- 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.
54. Subject to the Applicable Listing Rules, for a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.
- 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.
55. Subject to the Applicable Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.
56. Unless otherwise expressly required by the Act or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting shall be passed by an Ordinary Resolution.
57. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of General Meetings.

VOTES OF SHAREHOLDERS

58. Subject to these Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person representing a Shareholder by proxy shall have one (1) vote for each Share of which he or the Person represented by proxy is the holder. Subject to the Act and unless otherwise provided for in these Articles, any resolutions at a general meeting of the Company shall be adopted by an Ordinary Resolution.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, any Shareholder holding Shares on behalf of one or more Persons (each a "Beneficial Owner") may exercise his/her voting rights severally in accordance with the request(s) of such Beneficial Owner. The qualifications, scopes, exercises, operational procedures and other matters in relation to the aforesaid separate exercise of voting rights shall be conducted in accordance with the Applicable Listing Rules.

59. No vote may be exercised by any Shareholder with respect to any of the following Shares:
- (a) the Treasury Shares held by the Company in accordance with the Act, these Articles and the Applicable Listing Rules;
 - (b) the Shares held by any subordinate company of the Company as defined in the Applicable Listing Rules, where the total number of voting shares or total shares equity held by the Company in such a subordinated company represents more than one-half (1/2) of the total number of voting shares or the total shares equity of such a subordinated company; or
 - (c) the Shares held by another company, where the Company and its subordinated company directly or indirectly hold more than one-half (1/2) of the total number of the voting shares or total shares equity of such company.

Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the total number of issued shares while calculating the quorum for the purpose of Article 51.

60. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's rights and the vote of their representative who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
61. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, guardian or any other Person who is similar to guardian and appointed by any court having jurisdiction, may vote by proxy.
62. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing an instrument in usual or common form or such other form as the Directors may approve, and such proxy form shall be prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one (1) such proxy form and appoint one (1) proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two (2) or more written proxies from one (1) Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.
- 62B. After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.
63. The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice by mail or electronic transmission for the relevant general meeting. Notwithstanding any other provisions of these Articles, the distribution of the notice and proxy materials shall be made to all Shareholders and such distribution, regardless of delivering by email or by electronic transmission, shall be made on the same day.
64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.
65. Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of votes in excess of the said three percent (3%) represented by such proxy shall not be counted.
66. To the extent required by the Applicable Listing Rules, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed (the "Proposed Matters") for consideration and approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to the said matter, but all such Shares shall be counted in the quorum for the purpose of Article 51 notwithstanding that such Shareholder should not exercise his voting right. Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the number of votes of Shareholders present at the general meeting for the resolution relating to the Proposed Matters by the Company.
67. Subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting. . Where the voting at the general meeting is to be exercised in writing or by way of electronic transmission, the method for exercising the votes shall be described in the notice of the general meeting.
68. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding article shall be deemed to have appointed the chairman of the general meeting as his

or her proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute (i.e., Shareholders' Service Agent located in Taiwan) approved by the Commission and the Taipei Exchange or the TSE to handle the administration of such general meeting (including but not limited to the voting for Shareholders of the Company).

69. A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or electronic transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.
70. In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.

If a Shareholder has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.

71. In case the procedure for convening a general meeting or the method of adopting resolutions is in violation of the Act, Applicable Listing Rules or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, for revocation of such resolution.

PROXY AND PROXY SOLICITATION

72. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or the TSE, the Company shall comply with the Applicable Listing Rules (including but not limited to the "Guidelines Governing the Utilization of Proxy for Shareholders Meetings of Public Companies") in respect of the proxies and proxy solicitation.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

73. Any corporation which is a Shareholder or a Director may by resolution of its directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any meeting of holders of a Class or of the Board of Directors or of a committee of Directors, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder or Director.

DIRECTORS

74. Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of eleven (11) Directors. Amongst the Board of Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable act, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.

Where any Shareholder is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.

75. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties without having any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence of Independent Directors, method of nomination of Independent Directors, and other matters in relation to Independent Directors shall be subject to the Applicable Listing Rules.

When the number of Independent Directors falls below the required number of Independent Directors under these Articles or the Applicable Listing Rules due to the disqualification or resignation of an Independent Director or the Independent Director ceases to be a Director for any reason, the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been disqualified, resigned or cease to be Directors for any reason, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to elect Independent Directors.

76. Unless otherwise permitted by the Commission and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the "Threshold").

Where the Directors elected at the general meeting do not meet the Threshold, the election of the Director receiving the lowest number of votes among those not meeting the Threshold shall be deemed null and void. If any of the existing Directors does not meet the Threshold, such Director in office shall be discharged immediately and automatically.

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 (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.

78. The general meeting of the Shareholders may appoint any natural person or corporation to be a Director or supervisors (if any). At a general meeting of election of Directors or supervisors (if any), the number of votes exercisable in respect of one (1) Share shall be the same as the number of Directors or supervisors (if any) to be elected, and the total number of votes per Share may be consolidated for election of one (1) candidate or may be split for election of two (2) or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director or supervisor (if any) so elected.

79. For so long as the Shares are registered in Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment and election of Directors (including the Independent Directors) or supervisors (if any) in accordance with the Applicable Listing Rules and, for the avoidance of doubts, (i) the Directors (excluding the Independent Directors) or supervisors (if any) shall only be elected and approved by the Shareholders from the list of candidates for Directors (excluding the Independent Directors) and supervisors (if any); and (ii) the Independent Directors shall only be elected and approved by the Shareholders from the list of candidates for Independent Directors.

Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.

80. Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3) years; thereafter he/she may be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the term of office of such Directors or supervisors (if any) shall be extended until the time new Directors or supervisors (if any) are elected and assume their office.
81. A Director may be discharged at any time by either a Supermajority Resolution Type A or a Supermajority Resolution Type B adopted at a general meeting. If a Director is discharged during the term of his/her office as a director without good cause, such Director may make a claim against the Company for any and all damages sustained by him/her as a result of such discharge.
82. The Board of Directors shall have a Chairman (the "Chairman") elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office.
- 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.

83. The Board may, from time to time, and except as required by the applicable acts and Applicable Listing Rules, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.
84. A Director shall not be required to hold any Shares in the Company by way of qualification.
- 84B. 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, where any Director, who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the "Pledged Shares") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

DIRECTORS' FEES AND EXPENSES

85. Unless otherwise stipulated in these Articles or the Applicable Listing Rules, the remuneration (if any) of the Directors is subject to resolution by the Board of Directors in accordance with the standard prevalent in the industry. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
86. Subject to Article 85, any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.
- 86B. The Company shall establish a salaries and remuneration committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The salaries and remunerations in the preceding paragraph include the salaries and remunerations and stock options and other measures providing substantial incentives for Directors and managers.

ALTERNATE

87. Subject to the Applicable Listing Rules, any Director may appoint another Director to be his or her alternate and to act in such Director's place at any Board meeting. Every such alternate Director shall be entitled to attend and vote at the Board meeting as the alternate of the Director appointing him or her and where he or she is a Director to have a separate vote in addition to his or her own vote.
88. Subject to the Applicable Listing Rules, the appointment of the alternate Director referred in the preceding article shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such appointment is to be used, or first used, prior to the commencement of the Board meeting.

POWERS AND DUTIES OF DIRECTORS

89. At the close of each financial year, the Board of Directors shall prepare the business report, financial statements and the surplus earning distribution and/or loss offsetting proposals for adoption by the annual general meeting, and upon such adoption by the annual general meeting, distribute or make public announcements to each Shareholder copies of adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting in accordance with these Articles and the Applicable Listing Rules. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.
90. Subject to the Act, these Articles, Applicable Listing Rules and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company.
91. The Directors may from time to time appoint any Person (exclusive of any Independent Directors), whether or not such Person is a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Directors hold either of the above positions, the relevant remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors.

92. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
93. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
94. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
95. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the two next following Articles shall not limit the general powers conferred by this Article.
96. The Directors from time to time and at any time may establish any committees for managing any of the affairs of the Company (including but not limited to remuneration committee), and unless otherwise provided in the Applicable Listing Rules, the members of such committees shall be Directors. Where any Director holds above position, the relevant remuneration shall be subject to Article 85.
97. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- 97B Subject to the Cayman Islands law and the Applicable Listing Rules, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held liable for any damages therefrom.

Subject to the Cayman Islands law and the Applicable Listing Rules, if any Director violates the aforesaid fiduciary duties for him/herself or another person, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.

If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing any loss or damage to third party, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held jointly and severally liable for the loss or damage to such third party with the Company. In this connection, such Director shall indemnify the Company for any loss or damage incurred by the Company to third party.

Subject to Cayman Islands law and the Applicable Listing Rules, to the extent of the scope of their respective duties, the officers and the supervisors (if any) of the Company shall bear the liability identical to that applicable to Directors pursuant to the preceding paragraphs of this Article.

BORROWING POWERS OF DIRECTORS

98. Subject to these Articles and the Applicable Listing Rules, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

THE SEAL

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one (1) or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal.
101. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

DISQUALIFICATION OF DIRECTORS

102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:
- (a) committed an organized crime under the Organized Crime Prevention Act of Taiwan 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.
103. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and regulations and these Articles, but not been discharged or removed by a resolution of the general meeting, any Shareholder(s) holding three percent (3%) or more of the total number of issued Shares may, within thirty (30) days after that general meeting, submit a petition to a competent court having proper

jurisdiction, including, the Taipei District Court of the Republic of China if applicable, in respect of such matter, for the removal of such Director, at the Company's expense.

PROCEEDINGS OF DIRECTORS

104. The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be given to each Director at least seven (7) days prior to the meeting via mail or electronic transmission; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.
105. A Director may participate in any meeting of the Board of Directors, or of any committee appointed by the Board of Directors of which such Director is a member, by means of videoconference or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
106. Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Directors shall be more than one-half (1/2) of the Directors. A Director represented by alternate Director at any Board meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.
107. A Director who directly or indirectly has 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 meeting; before the Company adopts any resolution of Merger, Acquisition, Spin-off or share swap, a Director who has a personal interest in the transaction of Merger, Acquisition, Spin-off or share swap shall declare such interest to the Board at the Board meeting and to the shareholders at the general meeting the essential contents of such personal interest and the reasons that the relevant resolution shall be approved or dissented. The Company shall also elaborate the essential contents of the Director's personal interest and the reason for approving or dissenting the resolution of the

Acquisition in the reasons for convening this general meeting; such content shall be published on a website designated by the Taiwan securities competent authorities or the Company, and the URL of such website shall be specified on the general meeting notice.

In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidary 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.

108. A Director (exclusive of any Independent Directors) who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting of the Shareholders and be approved by either a Supermajority Resolution Type A or a Supermajority Resolution Type B. Failure in obtaining such approval shall cause the Director being so interested be liable to account to the Company for any profit realised by any such behaviour if the general meeting so resolves by an Ordinary Resolution within one (1) year from such behaviour.
109. Notwithstanding the preceding Articles, subject to the Applicable Listing Rules, a Director (exclusive of any Independent Directors) may hold any other office or place of profit under the Company (other than the office of internal auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
110. Subject to these Articles and the Applicable Listing Rules, any Director (exclusive of any Independent Directors) may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as internal auditor to the Company.
111. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
 - (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
112. Subject to the Applicable Listing Rules, when the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held.
113. Subject to the Applicable Listing Rules, the continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.
114. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one (1) of their number to be chairman of the meeting.
115. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.

116. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, all acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
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 129; and
 - (g) issuance of corporate bonds.

AUDIT COMMITTEE

118. The Company shall set up an Audit Committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The Audit Committee shall comprise solely of all Independent Directors and the number of committee members shall not be less than three (3). One (1) of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half (1/2) or more of all its members.
119. Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:
- (a) adoption of or amendment to an internal control system;
 - (b) assessment of the effectiveness of the internal control system;
 - (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;
 - (d) any matter relating to the personal interest of the Directors;
 - (e) the entering into of a transaction relating to material assets or derivatives; ;
 - (f) a material monetary loan, endorsement, or provision of guarantee;
 - (g) the offering, issuance, or private placement of the Shares or any equity-linked securities;
 - (h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;

- (i) the appointment or discharge of a financial, accounting, or internal auditing officers;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.

Subject to the Applicable Listing Rules, with the exception of item (j) above, any other matter that has not been approved with the consent of one-half (1/2) or more of all Audit Committee members may be undertaken upon the consent of two-thirds (2/3) or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

Subject to the Applicable Listing Rules, where the Audit Committee is unable to convene a meeting for any proper cause, matters may be approved by consent of two-thirds (2/3) or more of all Directors, provided that the Independent Director members shall still be required to issue an opinion as to whether the resolution is approved in respect of a matter under item (j) above.

- 119A. Before the Company holds a meeting of the Board of Directors to adopt any resolution of Merger, Acquisition, Spin-off or share swap, the Audit Committee shall seek opinion from an independent expert in order to review the fairness and reasonableness of the plan and transaction of the Merger, Acquisition, Spin-off or share swap, including but not limited to the justification of share swap ratio or a distribution by cash or otherwise, and the review result shall be submitted to the Board of Directors and Shareholders in the general meeting (provided, however, that if the Act does not require the Shareholders' approval on the said transactions, the expert opinion and review result do not have to be submitted to the general meeting); and the review result and the expert opinion shall be provided to the Shareholders together with the notice of general meeting. If the Act does not require the Shareholders' approval on the said transactions, the Board of Directors shall report the transactions in the next general meeting following the transactions.

For the documents required to be given to the Shareholders in the preceding paragraph, if the Company announces the same content as in those documents on a website designated by the Taiwan competent authorities and those documents are available at the venue of the general meeting for Shareholders' inspection, those documents shall be deemed as having been given to Shareholders.

120. The accounts of the Company shall be audited at least once in every year.
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.
122. The statement of income and expenditure and the balance sheet provided for by these Articles shall be examined by the Audit Committee and compared with the books, accounts and vouchers relating thereto; and the Audit Committee shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The Audit Committee may appoint, on behalf of the Company, a practicing lawyer and a certified public accountant to conduct the examination. The financial statements of the Company shall be audited by an auditor appointed by the Board in accordance with generally accepted auditing standards. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than the Cayman Islands. If so, the financial statements and the report of the auditor should disclose this fact and name such country or jurisdiction.
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) 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.

124. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Rules of Audit Committee.

DIVIDENDS

125. Subject to the Act, any rights and restrictions for the time being attached to any Shares and these Articles, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.
- 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.
126. Subject to Article 129, the Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
127. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.
128. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.
129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or bonus shares according to the Company's future expenditure budgets and funding needs.

Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of ten percent (10%) and a minimum of one percent (1%) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "Employees' Remunerations"); and (2) a maximum of ten percent (10%) of such annual profits before tax for the purpose of Directors' remunerations (the "Directors' Remunerations"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remunerations and the Directors' Remunerations may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.

Unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be allocated in the following order and proposed by the Board of Directors to the Shareholders in the general meeting for approval:

- (a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;
- (b) to set off accumulated losses of previous years (if any);
- (c) to set aside ten percent (10%) as Legal 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;
- (d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission provided that the Company shall set aside from the undistributed cumulative Retained Earnings in the previous fiscal year the amount of Special Reserve with respect to the cumulative net amount of other equity deductions and the cumulative net amount of increase of fair value of investment property, and only if there is an insufficiency, set aside from the undistributed cumulative Retained Earnings in the current fiscal year which contains the after-tax net income of the current fiscal year and other items the current fiscal year; and
- (e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings), the Board of Directors may present a proposal to distribute to the Shareholders by way of dividends at the annual general meeting for approval pursuant to the Applicable Listing Rules. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to the Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of fifty percent (50%) of the total dividends allocated to Shareholders.

130. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share. No dividend shall bear interest against the Company.

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.

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.

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 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.

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).

ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION

131. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.

132. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
133. The Board of Directors shall prepare and submit the business reports, financial statements and records to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the surplus earning distribution and/or loss offsetting. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.
134. Subject to the Applicable Listing Rules, the Board shall keep copies of the yearly business report, financial statements and other relevant documents at the office of its Shareholders' Service Agent in Taiwan ten (10) days before the annual general meeting and any of its Shareholders is entitled to inspect such documents from time to time.
135. Save for the preceding Article 134 and Article 148, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
136. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules.
137. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

INTERNAL AUDIT

138. The Company shall set up internal audit unit under the Board of Directors, and hire qualified and adequate staffs as internal auditors. Any matters in relation to the internal audit shall comply with the Applicable Listing Rules.

CAPITALISATION OF RESERVES

139. Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B:
 - (a) resolve to capitalise an amount standing to the credit of reserves or other capital reserves (including a share premium account, capital redemption reserve, revenue, profit and loss account, Capital Reserves, Legal Reserves and Special Reserves), whether or not available for distribution;
 - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other;
 - (c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit; and
 - (d) generally do all acts and things required to give effect to any of the actions contemplated by these Articles.

- 139A. For the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and Directors' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B.

PUBLIC TENDER OFFER

140. For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, any public tender offer of the Shares of the Company shall be subject to the Applicable Listing Rules, including but not limited to the "Regulations Governing the Public Tender Offer of Shares of Public Companies".

SHARE PREMIUM ACCOUNT

141. The Directors shall in accordance with the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
142. Subject to the Applicable Listing Rules and the Law, there shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

NOTICES

143. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
144. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
145. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or other document, if served by:
- (a) post or courier, shall be deemed to have been served five (5) days after the time when the letter containing the same is posted or delivered to the courier;
 - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
 - (c) recognised courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
 - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

146. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such

Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

147. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and
 - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other Person shall be entitled to receive notices of general meetings.

INFORMATION

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.
149. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.
150. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

INDEMNITY OR INSURANCE

151. The Company may by Ordinary Resolution adopt one (1) of the protection mechanisms as described in Article 152 (a) and (b).
152. (a) Every Director and other officer for the time being and from time to time of the Company (each an "Indemnified Person") may be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.
- (b) The Company may purchase directors and officers liability insurance ("D&O insurance") for the benefit of every Director and other officer for the time being and from time to time of the Company. Such D&O insurance shall only cover the liability arising from the duty of such Director or officer in accordance with these Articles, the Law and the Applicable Listing Rules.

FINANCIAL YEAR

153. Unless the Directors otherwise prescribe, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

WINDING- UP

154. If the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
155. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.
156. The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

AMENDMENT OF ARTICLES OF ASSOCIATION

157. Subject to the Act and the Articles, the Company may at any time and from time to time by Special Resolution alter or amend the Memorandum of Association and/or these Articles in whole or in part.

LITIGIOUS AND NON-LITIGIOUS AGENT

158. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall appoint a litigious and non-litigious agent in Taiwan (the "Litigious and Non-Litigious Agent"). The Litigious and Non-Litigious Agent shall be the responsible person of the Company in Taiwan and shall have residence or domicile in Taiwan. The Company shall report to the Commission in respect of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent. In case of any change of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent, the Company shall report to the Commission in respect of such change.

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

Appendix II

All Cosmos Bio-Tech Holding Corporation. Rules of Procedures of Shareholders Meeting

Article 1 Source of Law

In order to establish a good governance system of the shareholders' meeting, improve the supervision function and strengthen the management function of the company, the rules are hereby formulated in accordance with the company law of the Republic of China and relevant laws and regulations of the Republic of China.

The rules of procedure of the shareholders' meeting of this company shall be governed by these rules, unless otherwise provided by law or by the articles of association.

Article 2 Notice of convening and meeting of shareholders' meeting

The shareholders' meeting of the company shall be convened by the board of directors, unless otherwise provided by the laws and regulations of the Republic of China.

The company shall provide the notice of the meeting of shareholders to the shareholders registered in the register of shareholders 30 days before the meeting of the regular meeting or 15 days before the meeting of the interim meeting of shareholders. For shareholders holding less than 1000 registered shares, the notice of convening a regular meeting of shareholders 30 days before the meeting or 15 days before the extraordinary meeting of shareholders may be announced by the public information observation station in accordance with the provisions of national laws and regulations.

The company shall prepare an electronic file of the causes of action and explanatory materials of the motions in the notice of shareholders' meeting (paper for power of attorney, relevant recognition cases, discussion plans, appointment or removal of directors, personnel matters of supervisors, etc.) and transmit them to the public information observation station. 21 days before the meeting of the shareholders' regular meeting or 15 days before the meeting of the interim shareholders' meeting, an electronic file shall be made and transmitted to the public information observation station. 15 days prior to the shareholders' meeting, the shareholders' meeting Handbook and supplementary information shall be prepared for shareholders' reference at any time, and listed in the company and the professional stock affairs agency appointed by the company, and shall be distributed on the site of the shareholders' meeting.

The notice and public announcement shall specify the reasons for the call; if the notice is approved by the counterpart, it may be done by electronic means.

Selection or removal of directors, change of articles of association, reduction of capital, application for suspension of public offering, non-competition permission of directors, conversion of surplus into capital increase, conversion of reserve into capital increase, dissolution, merger, division of the company or items of paragraph 1 of article 185 of the company law, articles 26-1 and article 43-6 of the securities and exchange law shall be listed and the main contents shall not be provisional.

The reasons for the convening of the shareholders' meeting have been specified for the full re-election of directors and the date of assuming office. After the re-election of the shareholders' meeting is completed, the date of taking office shall not be changed by temporary motion or other means at the same meeting.

Shareholders holding more than 1% of the total number of issued shares may submit a proposal to the company in writing or by any electronic means designated by the company. However, it is limited to one proposal, and those with more than one proposal shall not be included in the

motion. In addition, the board of directors may not include the proposal if the proposal proposed by the shareholders is one of the circumstances specified in Item 4 of article 172-1 of the company law. However, if the proposal is to urge the company to promote public interest or fulfill its social responsibility, the board of directors may still include it in the proposal.

This corporation shall, prior to the date of suspension of stock transfer prior to the convening of the shareholders' regular meeting, publicly announce the acceptance of shareholder's proposals, written or electronic acceptance methods, the place of acceptance and the period of acceptance; the period of acceptance shall not be less than 10 days.

The proposal proposed by a shareholder shall be limited to 300 words, and those exceeding 300 words shall not be included in the motion; the proposing shareholder shall attend the regular meeting of shareholders in person or by proxy and participate in the discussion of the proposal.

The company shall, prior to the date of the notice of convening the shareholders' meeting, notify the proposer of the result of the handling of the resolution, and list the proposal conforming to the provisions of this article in the notice of the meeting. The board of directors shall explain the reasons why the proposal is not included in the shareholders' meeting.

Article 3 Appointment of proxy to attend the shareholders' meeting and authorization

A shareholder may issue a power of attorney issued by the company at each shareholders' meeting, specifying the scope of authorization, and appointing an agent to attend the shareholders' meeting.

A shareholder shall issue a power of attorney limited to one person, and shall serve it to the company five days before the meeting of the shareholders' meeting. In case of any repetition of the power of attorney, the first one shall prevail. However, this restriction shall not apply to those who have declared to revoke the entrustment before the revocation.

If a shareholder wishes to attend the shareholders' meeting in person or to exercise his voting rights in writing or by electronic means after the power of attorney has been served on the company, he shall give a written notice to the company of the revocation of the proxy two days before the meeting of the shareholders' meeting; if the proxy fails to do so within the time limit, the voting right exercised by the proxy shall prevail.

Article 4 Principle of place and time for holding shareholders' meeting

The place of the shareholders' meeting shall be in the Republic of China, convenient for shareholders to attend and suitable for the shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. the opinions of independent directors shall be fully considered in the place and time of the meeting.

Article 5 Preparation of signature books and other documents

The company shall set up a signature book for the attending shareholders or their agents (hereinafter referred to as shareholders) to sign in, or the attending shareholders shall hand in the attendance cards to sign in. The company shall deliver the meeting manual, annual report, attendance certificate, speech notes, voting votes and other information of the meeting to the shareholders attending the shareholders' meeting; if there are directors and supervisors to be elected, an additional election vote shall be attached. A shareholder shall present his / her attendance card, attendance card or other attendance certificate to attend the shareholders' meeting. He / she shall be the applicant for power of attorney and shall bring his / her identity documents for verification. When the government or legal person is a shareholder, the number of representatives present at the shareholders' meeting is not limited to one person. When a legal person is entrusted to attend a shareholders' meeting, it may appoint only one representative to attend.

Article 6 Chairman and non-voting personnel of the shareholders' meeting

If a shareholders' meeting is convened by the board of directors, the chairman of the Board shall be the chairman of the board of directors. If the chairman of the board of directors asks for leave or is unable to exercise his functions and powers for some reason, the chairman shall appoint a director to act on his behalf; if no proxy is appointed, the directors shall elect one of them to act as the chairman.

If the shareholders' meeting is convened by a person with the right to call other than the board of directors, the chairman of the meeting shall be held by such person. If there are more than two conveners, one of them shall be elected from each other.

This corporation may appoint its lawyers, accountants or related personnel to attend the shareholders' meeting.

Article 7 Deposit of sound or shadow of shareholders' meeting

The company shall record and videotape the whole process of the meeting and keep it for at least one year. However, if a shareholder brings a lawsuit in accordance with Article 189 of the company law of the Republic of China, it shall be kept until the end of the action.

Article 8 Proceedings

Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares present shall be calculated according to the name book or attendance card submitted, plus the number of shares exercising voting rights in written or electronic form.

The chairman shall announce the meeting as soon as the meeting time has expired. At the same time, relevant information such as non-voting rights and the number of shares present will be announce. However, if the shareholders representing more than half of the total number of shares issued are not present, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to two times, and the total delay time shall not exceed one hour. If the second delay is still less than one-third of the total number of shares issued, the chairman shall declare the meeting to be suspended.

Article 9 Discussion of motions

If the shareholders' meeting is convened by the board of directors, its agenda shall be determined by the board of directors. Relevant motions (including provisional motions and amendments to the original motions) shall be decided by vote on a case by case basis. The meeting shall be conducted in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is convened by a person other than the board of directors who has the right to call the meeting, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

The agenda (including provisional motion) set out in the preceding two paragraphs Before the end of the meeting, the chairman shall not declare the meeting to be concluded without a resolution. If the chairman violates the rules of procedure, the other members of the board of directors may, with the consent of more than half of the voting rights of the shareholders present, elect a chairman to continue the meeting; otherwise, the shareholders may not elect another chairman at the same place or any other place after the end of the meeting.

The chairman shall give full explanation and opportunity for discussion on the motion and the amendment or provisional motion proposed by the shareholders. When he thinks that the voting has reached the level, he may announce that the discussion shall be suspended and the voting shall be put forward, and adequate voting time shall be arranged.

Article 10 Shareholders' speeches

Before attending a speech, the attending shareholders shall fill in the speech note, stating the keynote of the speech, the account number of the shareholder (or the number of the attendance certificate) and the name of the account, and the chairman shall determine the order of his / her speech. If the attending shareholders only put forward the speech note but did not speak, it shall be deemed that they did not speak. In case of any discrepancy between the contents of the speech and the notes, the content of the speech shall prevail.

Each shareholder of the same motion shall not speak more than twice without the consent of the chairman, and each time shall not exceed five minutes. However, if a shareholder speaks in violation of the provisions or beyond the scope of the topic, the chairman may stop him from speaking. When the shareholders present speak, other shareholders shall not interfere with the speech except with the consent of the chairman and the speaking shareholder, and the chairman shall stop the violation.

When a corporate shareholder appoints two or more representatives to attend the shareholders' meeting, only one person may be elected to speak on the same motion.

The chairman may reply in person or by a designated person after the shareholders present speak.

Article 11 Shareholder's proposal

In accordance with the listing regulations and Article 52 of the articles of association of the company, any person or group of shareholders holding more than 1% of the total number of issued shares may submit a written proposal to this corporation for the annual regular meeting of shareholders.

Article 12 Calculation of voting shares and withdrawal system

The voting at the shareholders' meeting shall be based on shares. Unless otherwise specified, there is no right to vote.

When the company convenes a shareholders' meeting, it may exercise its voting rights in writing or electronically; if it exercises its voting rights in writing or electronically, the method of exercise shall be specified in the notice of convening the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, the amendment to the temporary motion and the original motion of the shareholders' meeting shall be deemed as abstention. Therefore, the company should avoid proposing the temporary motion and the amendment to the original motion. If the voting right is exercised in writing or by electronic means in the preceding paragraph, the declaration of intention shall be delivered to the company two days before the shareholders' meeting is held. In case of any repetition, the first one shall prevail. However, this restriction shall not apply to the declaration of intention before revocation.

If a shareholder wishes to attend the shareholders' meeting in person after exercising his / her voting rights in writing or by electronic means, he / she shall cancel the expression of intention to exercise the voting right mentioned in the preceding paragraph in the same way as the voting right two days before the meeting of the shareholders' meeting; in case of overdue cancellation, the written or electronic voting right shall prevail. If the voting right is exercised in written or electronic form and the proxy is entrusted to attend the shareholders' meeting by proxy, the voting right of the proxy present and exercised shall prevail.

Unless otherwise specified in the company law and the articles of association, the motion shall be passed by a majority of the voting rights of the shareholders present. When voting, the chairman or his designated person shall announce the total number of voting rights of the

shareholders attending the meeting, and then the shareholders shall vote on a case by case basis. On the day after the shareholders' meeting is held, the results of shareholders' consent, objection and abstention shall be input into the public information observation station.

If there are amendments or substitutes for the same motion, the chairman shall determine the order of voting with the original motion. If one of the motions has been passed, the other motions shall be deemed to have been rejected without further voting.

The chairman shall appoint the scrutineer and counting officer for voting on the motion, but the supervisor shall be a shareholder.

The counting of votes for voting or election motions at the shareholders' meeting shall be conducted in a public place at the shareholders' meeting. After the counting of votes is completed, the voting results shall be announced on the spot, including the weight of the statistics, and recorded.

In the resolution of the shareholders' meeting, the number of shares held by non-voting shareholders shall not be counted into the total number of shares issued.

If a shareholder has his own interest in the matters of the meeting, which may be harmful to the interests of the company, he shall not participate in the voting and shall not exercise his voting rights on behalf of other shareholders.

The number of shares that may not exercise the voting rights referred to in the preceding paragraph shall not be counted into the voting rights of the shareholders present.

With the exception of a trust enterprise or a stock affairs agency approved by the competent authority for securities affairs, if a person is entrusted by two or more shareholders at the same time, the voting right of the proxy shall not exceed 3% of the total number of shares issued, and the excess voting right shall not be counted.

Article 13 Principle of voting rights

Shareholders shall have one voting right per share, except for those who are restricted or have no voting rights listed in the company law.

Shareholders shall vote on the motions of the shareholders' meeting on a case by case basis, and input the results of their consent, objection and abstention into the public information observation station on the day after the shareholders' meeting is held.

If a director or supervisor (if any) of the company is also a shareholder of the company, if the pledge of the shares held by the director exceeds 50% of the total shares held by the director, the director or supervisor (if any) shall not exercise his voting right on the Pledged Shares, and the pledged shares shall not be counted in the votes of the shareholders' meeting.

Article 14 Voting on motions

Unless otherwise specified in the company law and the articles of association, the motion shall be passed by a majority of the voting rights of the shareholders present.

If there are amendments or substitutes for the same motion, the chairman shall determine the order of voting with the original motion. If one of the motions has been passed, the other motions shall be deemed to have been rejected without further voting.

When the board of shareholders elects directors and supervisors, it shall comply with the relevant selection and appointment rules of the company, and shall announce the election results on the spot, including the name list of the elected directors and supervisors and their

election rights. And the list of successful directors and supervisors and the number of voting rights obtained.

The electoral votes for the election matters mentioned in the preceding paragraph shall be sealed and signed by the scrutineers and kept in good custody for at least one year. However, if a shareholder brings an action in accordance with Article 189 of the company law, it shall be kept until the end of the action.

Article 15 Supervision and counting of votes

The chairman shall appoint the scrutineer and counting officer for voting on the motion, but the supervisor shall be a shareholder.

The counting of votes for voting or election motions at the shareholders' meeting shall be conducted in a public place at the shareholders' meeting. After the counting of votes is completed, the voting results shall be announced on the spot, including the weight of the statistics, and recorded.

Article 16 Minutes of meeting

The matters to be decided at the shareholders' meeting shall be deliberated, signed or sealed by the chairman, and the minutes of the meeting shall be distributed to all shareholders within 20 days after the meeting. The making and distribution of the deliberation paper can be done by electronic means.

For the distribution of the proceedings referred to in the preceding paragraph, this corporation may enter the public information Observatory's announcement.

The proceedings shall be recorded in accordance with the year, month, day, place, name of the chairman, method of resolution, proceedings and voting results (including statistical weight). In case of election of directors, the voting weight of each candidate shall be disclosed. It shall be kept permanently during the existence of the company.

Article 17 Election of directors

When the board of shareholders elects directors, the election shall be conducted in accordance with the relevant election rules of the company, and the election results shall be announced on the spot.

The electoral votes for the election matters mentioned in the preceding paragraph shall be sealed and signed by the scrutineers and kept in good custody for at least one year. However, if a shareholder brings a lawsuit in accordance with Article 189 of the company law of the Republic of China, it shall be kept until the end of the action.

Article 18 Maintenance of order in the venue

The chairman may direct the picket or security officer to assist in maintaining order in the meeting. When a picket or security officer is present to help maintain order, he / she should wear an armband or identification card with the word "picket".

If a shareholder violates the rules of procedure, disobeys the correction of the chairman and hinders the progress of the meeting, the chairman may direct the picker or security officer to invite him to open the meeting.

Article 19 Implementation and Amendment

These Rules shall come into force after being approved by the board of directors and the shareholders' meeting, and the same shall apply to amendments.

Appendix III

Procedures Rules Governing of Election of Director

Article 1 Purpose and Basis

In order to ensure a fair, just and open selection of directors, the Company has established these procedures in accordance with Articles 21 and 41 of the "Code of Corporate Governance Practices for Listed Companies". The election of directors of the Company shall be conducted in accordance with these procedures, unless otherwise provided by law or the Articles of Association.

Article 2 Qualifications for Directors

The selection of directors of the Company shall take into account the overall configuration of the Board of Directors. Board members should generally possess the knowledge, skills and qualities necessary to perform their duties. The overall capabilities they should possess are as follows:

1. Operational judgment ability.
2. Accounting and financial analysis skills.
3. Operational and management capabilities.
4. Crisis management capabilities.
5. Industry knowledge.
6. International market perspective.
7. Leadership ability.
8. Decision-making ability.

Directors shall hold more than half of the seats and shall not be spouses or relatives within the second degree of kinship.

Article 3 Qualifications for the appointment of independent directors

The qualifications of the Company's independent directors shall comply with the provisions of Article 2, Article 3 and Article 4 of the "Regulations on the Establishment and Compliance of Independent Directors of Public Companies".

The appointment of independent directors of the Company shall comply with the provisions of Articles 5, 6, 7, 8 and 9 of the "Regulations on the Establishment of Independent Directors of Public Companies and Matters to be Complied with" and shall be handled in accordance with Article 24 of the "Code of Corporate Governance for Listed Companies".

Article 4 Director by-election procedure

If the number of directors is less than five due to the dismissal of directors for any reason, the company shall elect new directors at the most recent shareholders' meeting. However, if the number of vacancies in the number of directors exceeds one-third of the seats prescribed by the company's articles of association, the company shall convene an extraordinary general meeting of shareholders to elect new directors within sixty days from the date of the occurrence of the vacancy.

- Article 4** If the number of independent directors is less than the number specified in the proviso to Paragraph 1 of Article 14-2 of the Securities and Exchange Act of the Republic of China, the relevant provisions of the Taiwan Stock Exchange's Listing Review Guidelines, or Paragraph 8 of the "Specific Criteria for Determining Which Securities Are Not Suitable for OTC Listing in Article 10, Paragraph 1 of the Review Guidelines for Securities Traded on Over-the-Counter Markets" of the Republic of China, a by-election shall be held at the most recent shareholders' meeting. If all independent directors are dismissed, a by-election shall be held at an extraordinary shareholders' meeting within sixty days from the date of the occurrence of the fact.
- Article 5** Director Election Method
- The election of directors of the Company shall be conducted by the single-member cumulative voting method. Each share shall have the same voting rights as the number of directors to be elected. Shares may be collectively elected for one person or separately elected for several persons.
- The election of independent directors of the Company shall be conducted in accordance with the candidate nomination system procedures prescribed in Article 192-1 of the Company Act of the Republic of China.
- Article 6** Issuance of ballot papers
- The board of directors shall prepare ballots equal to the number of directors to be elected, fill in the weights, and distribute them to shareholders attending the shareholders' meeting. The name of the elector may be replaced by the attendance certificate number printed on the ballot.
- Article 7** Calculation of seats for director election
- The voting rights of the directors of the Company shall be calculated according to the number of directors stipulated in the Articles of Association. The voting rights of independent directors and non-independent directors shall be calculated separately and those with the greater number of voting rights shall be elected in order. If two or more persons have the same number of rights and the number of seats is exceeded, those with the same number of rights shall draw lots to decide. Those who are absent shall be drawn by the Chairman on their behalf.
- Article 8** Designated polling officers and vote counters
- Before the election begins, the chairman shall designate a number of vote monitors and vote counters who are shareholders to perform relevant duties. The ballot box shall be prepared by the Board of Directors and shall be opened and inspected in public by the poll watchers before voting.
- Article 9** Filling in the information of the candidate
- If the candidate is a shareholder, the elector must fill in the candidate's account name and shareholder account number in the candidate column of the ballot; if the candidate is not a shareholder, the elector should fill in the candidate's name and identity document number.
- Article 9** However, when a government or legal person shareholder is the candidate, the candidate

name column on the ballot should be filled in with the name of the government or legal person, and may also be filled in with the name of the government or legal person and the name of its representative; when there are multiple representatives, the names of the representatives should be filled in separately.

Article 10 Invalid Ballot Paper

A ballot paper shall be invalid if any of the following conditions are present:

1. Not using the ballot paper prepared by the board of directors.
2. Putting a blank ballot paper into the ballot box.
3. The handwriting is illegible or has been altered.
4. If the nominated person is a shareholder, his/her account name and shareholder number do not match the shareholder list; if the nominated person is not a shareholder, his/her name and identity document number do not match after verification.
5. In addition to the account name (full name) of the elected person or the shareholder account number (identification document number) and the number of allocated voting rights, any other text is written in between.
6. The name of the candidate filled in is the same as that of another shareholder and the shareholder account number or identity document number is not filled in for identification.

Article 11 Announcement of elected candidates

After the voting is completed, the ballots will be counted on the spot and the chairman will announce the list of elected directors on the spot.

Article 12 Notification of election

The elected directors shall be issued a notice of election by the Company's Board of Directors.

Article 13 Implementation

This procedure shall be implemented after approval by the shareholders' meeting, and the same applies to amendments.

Appendix IV

All Cosmos Bio-Tech Holding Corporation.

Shareholding of All Directors

- 1.Total number of issued shares of the Company : 64,034,001 shares
- 2.The shareholdings of the directors as of the share register closure date (April 18, 2025) for this Annual General Meeting.

Title	Name	Shareholding Number	Percentage
Chairman	Peng, Shih Hao	245,000	0.38%
Director	Peng, Chia Lin	45,000	0.07%
Director	Peng, Yi Fen	11,000	0.02%
Director	Lim, Tau Boon	—	—
Director	Lo, Tzu-Wu	—	—
Independent Director	Yang, Yung-Cheng	—	—
Independent Director	Lee, Wen-Chuan	—	—
Independent Director	Juan, Chiung-Hua	—	—
Independent Director	Ho, Jia-Fang	—	—
Total		301,000	0.47%

Appendix V

Proposal of impact of stock dividend issuance of business performance and earnings per share

The Company has not disclosed its financial forecast for 2025, so it is not applicable.