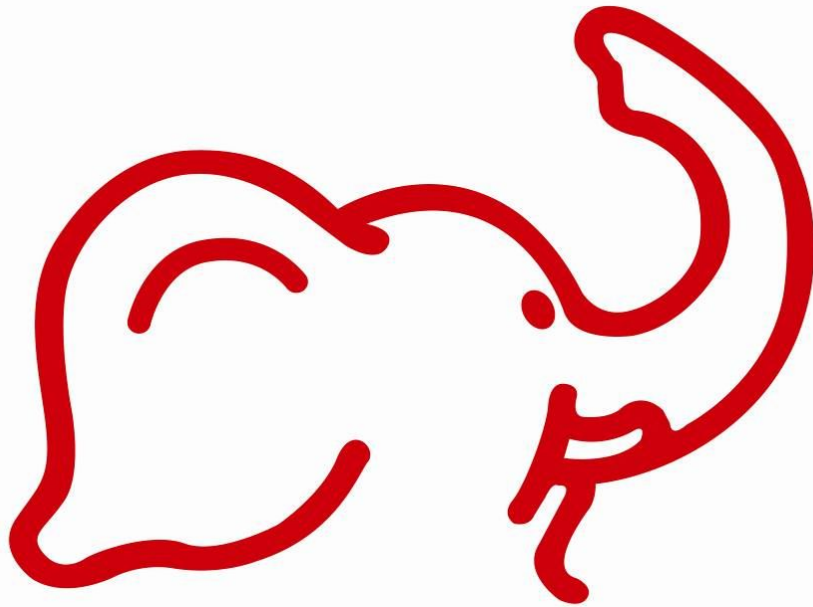


2012

All Cosmos Bio- Tech
Holdings Corporation

Board of Directors



RealStrong®

**[INTERNAL CONTROL POLICIES
AND PROCEDURES –
PROCEDURES RULES GOVERNING
OF ELECTION OF DIRECTOR]**

THE INFORMATION CONTAIN HEREIN IS THE INTERNAL CONTROL POLICIES AND PROCEDURES FOR ALL COSMOS BIO- TECH HOLDING CORPORATION.

全宇生技控股有限公司

董事選舉辦法

第一條 制定目的及依據

本公司為公平、公正、公開選任董事，特依「上市上櫃公司治理實務守則」第二十一條及四十一條訂定本程序。本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。

第二條 董事選任資格

本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

第三條 獨立董事選任資格

本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

第四條 董事補選程序

董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額超過公司章程規定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事之人數不足中華民國證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第10條第1項各款不宜上櫃規定之具體認定標準」第8款規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

第五條 董事選舉方式

本公司董事之選舉採用單記名累積選舉法，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分開選舉數人。

本公司獨立董事之選舉，應依照中華民國公司法第一百九十二條之一所規定之候選人提名制度程序為之。

第六條 選票之製發

董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第七條 董事選舉席次計算

本公司董事依公司章程所定之名額計算董事之選舉權，分別計算獨立董事、非獨立董事之選舉權由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第八條 指定監票員及計票員

選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第九條 被選舉人資訊之填製

被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

第十條 無效之選票

選舉票有左列情事之一者無效：

一、不用董事會製備之選票者。

二、以空白之選票投入投票箱者。

三、字跡模糊無法辨認或經塗改者。

四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。

五、除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。

六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

第十一條 當選名單之宣布

投票完畢後當場開票，開票結果應由主席當場宣布董事當選名單。

第十二條 通知當選

當選之董事由本公司董事會發給當選通知書。

第十三條 施行

本程序由股東會通過後施行，修正時亦同。

All Cosmos Bio- Tech Holdings Corporation 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.

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. 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.