

**MACROWELL OMG DIGITAL
ENTERTAINMENT CO., LTD.**

**Handbook for the 2019 Annual Meeting of
Shareholders**

MEETING TIME: June 18, 2019

PLACE: Taipei Nangang Exhibition Center Rm. 614 (located at 6F.,
No.1, Jingmao 2nd Rd., Nangang Dist., Taipei City 115, Taiwan)

Table of Contents	
A. Meeting Agenda.....	03
B. Report Items	05
C. Proposed Resolutions.....	07
D. Discussion Items	08
E. Directors Election.....	10
F. Other Matters.....	12
G. Questions and Motions.....	12
H. Adjournment	12

MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

A. Meeting Agenda

Time: 9:00 a.m. on Tuesday, June 18, 2019

Place: Taipei Nangang Exhibition Center Rm. 614 (located at 6F., No.1, Jingmao 2nd Rd., Nangang Dist., Taipei City 115, Taiwan)

Call the Meeting to Order

Remarks by the Chairman

Report Items

1. To report the business of 2018
2. Supervisor's review report of 2018
3. Amendment to the "Corporate Governance Best Practice Principles"
4. Amendment to the "Procedures for Ethical Management and Guidelines for Conduct"
5. Amendment to the "Ethical Corporate Management Best Practice Principles"
6. Amendment to the "Rules of Procedures for Board of Directors Meetings"
7. Amendment to the "Guidelines for the Adoption of Codes of Ethical Conduct"

Proposed Resolutions

1. To accept 2018 Business Report and Financial Statements
2. To accept of the Proposal for 2018 Deficit Compensation

Discussion Items

1. Amendment to the "Operational procedures for Acquisition and Disposal of Assets"
2. Amendment to the "Operational Procedures for Endorsements and Guarantees"
3. Amendment to the "Operational Procedures for Loaning of Company Funds"
4. Amendment to the "Operating Procedures for Trading Derivatives"

5. Amendment to the “Articles of Incorporation”
6. Abolishing the “Rules Governing the Scope of Powers of Supervisors”
7. Amendment to the “Procedures for Election of Directors and Supervisors” and rename it as the procedure for “Procedures for Election of Directors”
8. Amendment to the “Rules of Procedure for Shareholders Meetings”

Directors Election

8th Election of Directors and Independent Directors

Other Matters

To release the newly elected Independent Directors from non-competition restrictions

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Questions and Motions

Adjournment

B. Report Items

Report No. 1

2018 Business Reports

Explanation:

The 2018 Business Report

Report No. 2

Supervisor's Review Report on the 2018 Financial Statements

Explanation:

The 2018 Supervisor's Review Report

Report No. 3

Amendment to the "Corporate Governance Best Practice Principles"

Explanation:

In order to conform to the needs of commercial practice and amendments to related commercial laws, the company hereby proposes to amend the "Corporate Governance Best Practice Principles".

Report No. 4

Amendment to the "Procedures for Ethical Management and Guidelines for Conduct"

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the "Procedures for Ethical Management and Guidelines for Conduct".

Report No. 5

Amendment to the "Ethical Corporate Management Best Practice Principles"

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the "Ethical Corporate Management Best Practice Principles".

Report No. 6

Amendment to the “Rules of Procedures for Board of Directors Meetings”

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Rules of Procedures for Board of Directors Meetings”.

Report No. 7

Amendment to the “Guidelines for the Adoption of Codes of Ethical Conduct”

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Guidelines for the Adoption of Codes of Ethical Conduct”.

C. Proposed Resolutions

1. **Proposed by the Board**

Proposal:

Adoption of the 2018 Business Report and Financial Statements

Explanation:

MacroWell OMG Digital Entertainment Co., Ltd.'s Financial Statements, including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, Ke,Jr-Shian and Chao,Yung-Hsiang of Deloitte & Touche. Also Business Report and Financial Statements have been approved by the Board and examined by the supervisors of MacroWell OMG Digital Entertainment Co., Ltd.'s Company.

Resolution:

2. **Proposed by the Board**

Proposal:

Adoption of the Proposal for 2018 Deficit Compensation

Explanation:

- (1) In accordance with the Article of the Company. Please refer to the 2018 Deficit Compensation Statement as follows:

MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.
Deficit Compensation Statement
2018

(Unit: NTD\$)

Items	Total
Accumulated deficit of prior years	0
Less: 2018 net loss	(98,947,556)
Deficit yet to be compensated	(98,947,556)
Add: Paid-in-capital in excess of par	98,947,556
Deficit yet to be compensated– at the end of 2018	0

- (2) Beginning balance of accumulated deficit of 2018 is NT\$0 . After deducting from 2018 net loss of NT\$(98,947,556), the accumulated deficit yet to be compensated at the year-end of 2018 was NT\$(98,947,556) . The accumulated deficit of NT\$(98,947,556) is compensated by the paid-in-capital; therefore, the Ending balance of accumulated deficit of 2018 is NT\$0. The company proposed not to distribute dividends

Resolution:

D. Discussion Items

1. Proposed by the Board

Proposal:

Amendment to the “Operational procedures for Acquisition and Disposal of Assets”

Explanation:

In order to conform to the needs of commercial practice and amendments to related commercial laws, the company hereby proposes to amend the “Operational procedures for Acquisition and Disposal of Assets”.

Resolution:

2. Proposed by the Board

Proposal:

Amendment to the “Operational Procedures for Endorsements and Guarantees”

Explanation:

In order to conform to the needs of commercial practice and amendments to related commercial laws, the company hereby proposes to amend the “Operational Procedures for Endorsements and Guarantees”.

Resolution:

3. Proposed by the Board

Proposal:

Amendment to the “Operational Procedures for Loaning of Company Funds”

Explanation:

In order to conform to the needs of commercial practice and amendments to related commercial laws, the company hereby proposes to amend the “Operational Procedures for Loaning of Company Funds”.

Resolution:

4. Proposed by the Board

Proposal:

Amendment to the “Operating Procedures for Trading Derivatives”

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Operating Procedures for Trading Derivatives”.

Resolution:

5. Proposed by the Board

Proposal:

Amendment to the “Articles of Incorporation”

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Articles of Incorporation”.

Resolution:

6. Proposed by the Board

Proposal:

Abolishing the “Rules Governing the Scope of Powers of Powers of Supervisors”

Explanation:

In order to set up the audit committee, the company abolish the “Rules Governing the Scope of Powers of Powers of Supervisors”.

Resolution:

7. Proposed by the Board

Proposal:

Amendment to the “Procedures for Election of Directors and Supervisors” and rename it as the procedure for “Procedures for Election of Directors”

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Procedures for Election of Directors and Supervisors” and rename it as “Procedures for Election of Directors”.

Resolution:

8. Proposed by the Board

Proposal:

Amendment to the “Rules of Procedure for Shareholders Meetings”

Explanation:

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Rules of Procedure for Shareholders Meetings”.

Resolution:

E. Directors Election

1. **Proposed by the Board**

Proposal:

The company is responsible for identifying and evaluating nominees for director seats, and recommending to the Board a slate of nominees for the 8th Directors election.

Explanation:

1. The three-year term of 7 directors and 3 supervisors of the 8th Board will be end on June 19, 2019. Accordingly, the company proposes to duly elect new Board members at this year's Annual Meeting of Shareholders.
2. According to Article 13 of the Corporate Charter, the shareholders' meeting shall elect 7 directors (including 3 independent directors). Their three-year term will start from June 18, 2019 and conclude on June 17, 2022.
3. In order to conform to the needs of "Corporate Governance Best Practice Principles". the company set up audit committee to replace the Supervisors.

4. The list of candidates for directors show as follows:

(If there are any differences between English version and Chinese version, please reference to the Chinese one.)

directors candidates	Education	Experience	Present position	Shareholding (Unit:Share)
Lin Hsueh Hui	Daojiang High School of Commerce	1. Vice President of O'Pay Electronic Payment Co., Ltd. 2. Vice President of MacroWell OMG Digital Entertainment Co., Ltd. 3. Director of Cayenne Entertainment Technology Co.,Ltd.	1. Chairman and President of Green World Fintech service Co., Ltd. 2. Chairman and President of O'Pay Fintech Co.,Ltd.	624,283
Wisdom Private Equity & Venture Capital Co.,Ltd. Proxy:Chan Ai Chen	Taipei Christian College, Department of Mass Communication	1. Vice President of O'Pay Electronic Payment Co., Ltd. 2. Partner of QOODO. R. A. Ab. Abo. E&I Marketing Consultant Co., Ltd.	Chairman of OMG Charities Aid Foundation	3,744,630
Chang Hsu Hung	Department of history,	Vice President of Manhattan Hotel Group	Vice President of Manhattan Hotel	0

directors candidates	Education	Experience	Present position	Shareholding (Unit:Share)
	National Taiwan University	Co., Ltd.	Group Co., Ltd.	
Liu Bing Hong	Department of Law, National Chung Hsing University	<ol style="list-style-type: none"> 1. Independent director of Cayenne Entertainment Technology Co.,Ltd. 2. Supervisor of O'Pay Electronic Payment Co., Ltd. 3. Supervisor of Green World Fintech service Co., Ltd. 4.Supervisor of Lee and Li, Attorneys-at-Law. 	Supervisor of Lee and Li, Attorneys-at-Law.	0

Independent director candidates	Education	Experience	Present position	Shareholding (Unit:Share)
Liu Shih Wei	Master of Engineering, Manhattan University	<ol style="list-style-type: none"> 1. Chairman of LiVEBRiCKS Inc. 2. Director of Yuen Foong Venture Capital Co., Ltd. 3. Associate General Manager of YFY Consumer Products Industry Co., Ltd. 	Yuen Foong Shop Co., Ltd. General Manager	0
Hwang Horng Chyuan	PhD of Law,Fu Jen University	<ol style="list-style-type: none"> 1.Vice Premier and Director of Fu Jen University school of Law 2.Director General department of legal affairs of Consumer Protection Committee Executive Yuan 	Full time teacher of Fu Jen University school of Law.	0
Chen Po Jen	College of Management, National Taiwan University	Supervisor of KPMG	CFO of PAPAGO INC.	0

Voting Results

F. Other Matters

1.

Proposed by the Board

Proposal:

Proposal for Release the Prohibition on Directors from Participation in Competitive Business. Please proceed to discuss.

Explanation:

1. According to Article 209 of the Company Act, a director who acts for himself or herself or on behalf of another person on an opportunity that is within the scope of the company's business, shall first secure approval at a meeting of the shareholders.
2. It is proposed to request at the 2019 shareholders' meeting to release the directors of the 8th Board of Directors from the non-competition restrictions imposed by Article 209 of the Company Act.
3. list of the positions currently held by the newly elected directors in any other company please refer to the handbook of chinese version.

Resolution:

G. Questions and Motions

H. Adjournment