

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

**Handbook for the 2020 Annual Meeting of  
Shareholders**

**MEETING TIME:** 09:00am, June 19, 2020 (Friday)

**PLACE:** 9F., No. 359, section 7, Zhongxiao East Road, Nangang District,  
Taipei City, Taiwan, R.O.C. (Courtyard by Marriott Taipei  
Downtown)

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# MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

## **A. Meeting Agenda**

**Time:** 9:00 a.m. on Friday, June 19, 2020

**Place:** 9F., No. 359, section 7, Zhongxiao East Road, Nangang District, Taipei City, Taiwan, R.O.C. (Courtyard by Marriott Taipei Downtown)

### **Call the Meeting to Order**

### **Remarks by the Chairman**

#### **Report Items**

1. 2019 Business Report
2. Audit Committee's Review Report on 2019 Financial Statements
3. Report of the distribution of compensation to employees and directors for the year 2019.
4. Amendment to the "Procedures for Ethical Management and Guidelines for Conduct"
5. Amendment to "Corporate Social Responsibility Best Practice Principles"
6. Amendment to the "Rules of Procedures for Board of Directors Meetings"

#### **Proposed Resolutions**

1. Adoption of the 2019 Business Report and Financial Statements
2. Adoption of the Proposal for Distribution of 2019 Profits

#### **Discussion Items**

1. To approve the proposal of cash distribution from capital surplus
2. Approval of waiver of subscription right to Green World Fintech Service Co.,Ltd cash offering of new shares
3. Ratification of the sale of Green World Fintech Service Co.,Ltd shares
4. To approve Amendment to the "Articles of Incorporation"

5. To approve Amendment to the “Rules of Procedure for Shareholders' Meetings”.
6. To approve the release of non-competition restrictions for Directors.

### **Questions and Motions**

### **Adjournment**

## B. Report Items

### **Report No. 1**

2019 Business Report

#### **Explanation:**

The Business Report for the year 2019

### **Report No. 2**

Audit Committee's Review Report on 2019 Financial Statements

#### **Explanation:**

The Audit Committees Review Report for the year 2019

### **Report No. 3**

Report of the distribution of compensation to employees and directors for the year 2019.

#### **Explanation:**

- (1) In accordance with Article 19 of the "Articles of incorporation", if there is any profit in a fiscal year, the Company's pre-tax profits in such fiscal year, prior to deduction of compensation to employees and directors, shall be distributed to employees as compensation in an amount of between two percent(2%) to eight percent(8%) and to employees as compensation in an amount of not more than three percent(3%) of such profits. Notwithstanding the foregoing, in the event that the Company has accumulated losses, the Company shall first reserve an amount to offset such accumulated losses.
- (2) Profit before income tax is NT\$ 3,539,751. Propose allocate 2%, which is NT\$ 71,000, as the remuneration of employees. And 0%, which is NT\$0, as the remuneration of Directors. The aforesaid items will be paid in cash.

### **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 “Corporate Social Responsibility Best Practice Principles”

**Explanation:**

In order to conform to the needs of commercial practice, the company hereby proposes to amend the “Corporate Social Responsibility 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”.

## C. Proposed Resolutions

1.

**Proposed by the Board**

**Proposal:**

Adoption of the 2019 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 Audit Committee of MacroWell OMG Digital Entertainment Co., Ltd.'s Company.

**Resolution:**

2.

**Proposed by the Board**

**Proposal:**

Adoption of the Proposal for Distribution of 2019 Profits

**Explanation:**

(1)The Board has adopted a Proposal for Distribution of 2019 Profits in accordance with the Articles of Incorporation. Please refer to the Profit Distribution Table as follows:

**MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.  
PROFIT DISTRIBUTION TABLE  
2019**

(Unit: NTD\$)	
Items	Total
Beginning retained earnings	0
Add: net profit after tax	3,646,823
Less: Effect of retrospective application and retrospective restatement	(1,335,677)
Undistributed surplus of the current year	2,311,146
Less: 10% legal reserve appropriated	(231,115)
Less: Special reserves	(2,080,031)
Unappropriated retained earnings	0

(2)Beginning balance of accumulated deficit of 2019 is NT\$0. 2019 net profit after tax is NT\$3,646,823. After deducting Effect of retrospective application and retrospective restatement NT\$(1,335,677) and the legal reserve of NT\$ (231,115) and Special reserves NT\$(2,080,031), the unappropriated retained earnings are NT\$ 0. Therefore, the undistributed surplus in 2019.

**Resolution:**



## D. Discussion Items

### 1. **Proposed by the Board**

#### **Proposal:**

To approve the proposal of cash distribution from capital surplus

#### **Explanation:**

- (1)The Company proposes a cash distribution of NT\$2,080,031 from capital surplus derived from the amount of the subscription price in excess of par value of common shares issued by the Company. The cash is to be distributed to the registered shareholders on the record date, and the cash distribution per share will be NT\$0.069 Cash distribution from capital surplus shall be paid to each shareholder, rounded to the nearest NT dollar, truncate the numbers after decimal place.
- (2)After the resolutions adopted by the 2019 Annual General Meeting of Shareholders , it is proposed that the chairman of Directors be authorized by the General Shareholders' Meeting to deal with this matter with full authority.

#### **Resolution:**

### 2. **Proposed by the Board**

#### **Proposal:**

Approval of waiver of subscription right to Green World Fintech Service Co.,Ltd cash offering of new shares

#### **Explanation:**

- (1)Cooperate with the listing plan of the subsidiary Green World Fintech Service Co.,Ltd. As required under Article 3 of the Taipei Exchange Supplemental Rules Governing Applications by Group Enterprises for TPEx Listing of Stock, to any activities of equity ownership dispersion conducted by the parent company to reduce its shareholding in the subsidiary within the 3 years before the application for TPEx listing, such activities shall have been done in a manner not detrimental to the interests of the parent's shareholders.
- (2) The board of directors of Green World Fintech Service Co.,Ltd resolved to issue common stock o In July 2019. Its parent company O'Pay Financial Technology Co., Ltd. is to be dissolved and liquidated due to insufficient working capital, On July 3, 2019, the board of directors resolved to abandon 94,519 shares it could subscribe for.

MacroWell OMG Digital Entertainment Co., Ltd. ,as the ultimate parent company of Green World Fintech Service Co., Ltd, has the right to subscribe a total number of 32,174 shares.

In consideration of the overall efficiency of the group, the right to subscribe the shares is waived.

- (3) This proposal is submitted to the general meeting of shareholders for approval.

**Resolution:**

**3.**

**Proposed by the Board**

**Proposal:**

Ratification of the sale of Green World Fintech Service Co.,Ltd. shares

**Explanation:**

- (1) Cooperate with the listing plan of the subsidiary Green World Fintech Service Co.,Ltd. As required under Article 3 of the Taipei Exchange Supplemental Rules Governing Applications by Group Enterprises for TPEx Listing of Stock, to any activities of equity ownership dispersion conducted by the parent company to reduce its shareholding in the subsidiary within the 3 years before the application for TPEx listing, such activities shall have been done in a manner not detrimental to the interests of the parent's shareholders.
- (2) The board of directors of Green World Fintech Service Co.,Ltd resolved to issue common stock o In July 2019 and reserved 15% of 526,500 shares for employees to subscribe. However, the number of shares is not enough for Group employees. In order to improve the centripetal force of Group employees, The Company purchase 297,106 shares of Green World Fintech Service Co.,Ltd. from O'Pay Financial Technology Co., Ltd. with NT \$25 per share, and resale to the group employees with NT \$40 per share.
- (3) This proposal is submitted to the general meeting of shareholders for approval.

**Resolution:**

**4. Proposed by the Board**

**Proposal:**

To approve the 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:**

**5. Proposed by the Board**

**Proposal:**

To approve the 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:**

**6. Proposed by the Board**

**Proposal:**

To approve the release of non-competition restrictions for Directors

**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 2020 shareholders' meeting to release the Proxy of the director, Wisdom Private Equity & Venture Capital Co.,Ltd., from the non-competition restrictions imposed by Article 209 of the Company Act.
- (3) list of the positions currently held by the newly directors in any other company please refer to the handbook of chinese version.

**Resolution:**

## **E. Questions and Motions**

## **F. Adjournment**