

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

**Handbook for the 2021 Annual Meeting of  
Shareholders**

**MEETING TIME:** 09:00am, June 21, 2021 (Monday)

**PLACE:** Taipei Nangang Exhibition Center Rm. 402a (located at 4F.,  
No.1, Jingmao 2nd Rd., Nangang Dist., Taipei City 115,  
Taiwan)

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# MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

## **A. Meeting Agenda**

**Time:** 9:00 a.m. on Monday, June 21, 2021

**Place:** Taipei Nangang Exhibition Center Rm. 402a (located at 4F., No.1, Jingmao 2nd Rd., Nangang Dist., Taipei City 115, Taiwan)

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

### **Remarks by the Chairman**

#### **Report Items**

1. 2020 Business Report
2. Audit Committee's Review Report on 2020 Financial Statements
3. Distribution of compensation to employees and directors for the year 2020
4. Distribution of Cash Dividends from Retained Earnings of 2020

#### **Proposed Resolutions**

1. Adoption of the 2020 Business Report and Financial Statements
2. Adoption of the Proposal for Distribution of 2020 Profits

#### **Discussion Items**

1. Amendment to the "Operational procedures for Acquisition and Disposal of Assets"
2. Amendment to the "Rules of Procedure for Shareholders' Meetings"

### **Questions and Motions**

### **Adjournment**

## **B. Report Items**

### **Report No. 1**

2020 Business Report

#### **Explanation:**

The Business Report for the year 2020

### **Report No. 2**

Audit Committee's Review Report on 2020 Financial Statements

#### **Explanation:**

The Audit Committees Review Report for the year 2020

### **Report No. 3**

Distribution of compensation to employees and directors for the year 2020.

#### **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 directors 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\$ 46,279,600. Propose allocate 2%, which is NT\$ 926,000, as the remuneration of employees. And 1%, which is NT\$ 463,000, as the remuneration of Directors. The aforesaid items will be paid in cash.
- (3) The Board of Directors and the Salary and Remuneration Committee approved the distribution of compensation to employees and directors for the year 2020 on March 18, 2021.

### **Report No. 4**

Distribution of Cash Dividends from Retained Earnings of 2020.

#### **Explanation:**

- (1) In accordance with Articles 19-1 of Articles of Incorporation, the company granted the authority to the Board to determine the bonus be distributed by cash with a resolution and report to the shareholders' meeting.

- (2) Shareholder bonus totaling NT\$17,971,021 has been appropriated as cash dividends, which is equivalent to NT\$0.59784687 per share. The cash dividends are pro rata and rounded down to the nearest whole dollar with any amount less than NT\$1 being forfeited. Less than a dollar fractional totals are adjusted in order from large to small decimal points and shareholders numbers are ordered from first to last to meet the distribution of the cash dividend total.
- (3) After the resolutions adopted by the 2020 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.
- (4) The Board of Directors and the Audit Committee approved the distribution of cash dividends from retained earnings of 2020 on March 18, 2021.

## C. Proposed Resolutions

1.

**Proposed by the Board**

**Proposal:**

Adoption of the 2020 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, Bassie Chang and Jason Ke 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 2020 Profits

**Explanation:**

The Board has adopted a Proposal for Distribution of 2020 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  
2020**

(Unit: NTD\$)	
Items	Total
Beginning retained earnings	0
Add: net profit after tax	44,849,483
Less: Effect of retrospective application and retrospective restatement	0
Total amount of after-tax net income for the period and other items adjusted to the current year's undistributed earnings other than after-tax net income for the period	44,849,483
Less: 10% legal reserve appropriated	(4,484,948)
Less: Special reserves	(22,393,514)
Distributable retained earnings for current period	17,971,021

Distribution item:	
Cash dividends on Common Shares (NT\$0.59784687 per share)	(17,971,021)
Unappropriated retained earnings	0

**Resolution:**

## **D. Discussion Items**

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

**Proposal:**

To approve the amendment to the “Operational Procedures for Acquisition and Disposal of Assets”.

**Explanation:**

According to Letter No. Securities-TPEX-Supervision-10900582661 of the Taipei Exchange , the company has amended partial articles of the “Operational Procedures for Acquisition and Disposal of Assets”.

**Resolution:**

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

**Proposal:**

To approve the amendment to the “Rules of Procedure for Shareholders' Meetings”.

**Explanation:**

According to Financial Supervisory Commission Letter No. 1090150567 of Jan. 21, 2021 and Taiwan Stock Exchange Corporation Letter No.11000014461 of Jan. 28, 2021, the company has amended partial articles of the “Rules of Procedure for Shareholders Meetings”.

**Resolution:**

## **E. Questions and Motions**

## **F. Adjournment**