

Stock Code: 3687

MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

Handbook for the 2022 Annual Meeting of Shareholders

MEETING TIME: 09:00am, June 15, 2022 (Wednesday)

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

Table of Contents	
A. Meeting Agenda.....	03
B. Report Items	04
C. Proposed Resolutions.....	06
D. Discussion Items	08
E. Directors Election.....	11
F. Other Matters.....	14
G. Questions and Motions.....	15
H. Adjournment	15

MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

A. Meeting Agenda

Time: 9:00 a.m. on Wednesday, June 15, 2022

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

Method for holding the meeting: physical

Call the Meeting to Order

Remarks by the Chairman

Report Items

1. 2021 Business Report
2. Audit Committee's Review Report on 2021 Financial Statements
3. Distribution of compensation to employees and directors for the year 2021
4. Distribution of Cash Dividends from Retained Earnings of 2021
5. Amendment to the "Corporate Social Responsibility Best Practice Principles"
6. Amendment to the "Corporate Governance Best Practice Principles"

Proposed Resolutions

1. Adoption of the 2021 Business Report and Financial Statements
2. Adoption of the Proposal for Distribution of 2021 Profits

Discussion Items

1. Amendment to the "Articles of Incorporation"
2. Amendment to the "Operational procedures for Acquisition and Disposal of Assets"
3. Amendment to the "Rules of Procedure for Shareholders' Meetings"
4. In conjunction with the subsidiary's future application for the stock listing plan, the company handled the release of shares of the subsidiary O'Pay Electronic Payment Co., Ltd. and waived the cash capital increase plan of the subsidiary, the range of expected capital increase of 15,000 thousand shares approved by its Board of Directors.

Directors Election

The 9th Election of Directors and Independent Directors

Other Matters

To release the newly elected Directors and their representatives from non-competition restrictions

Questions and Motions**Adjournment**

B. Report Items

Report No. 1

2021 Business Report

Explanation:

The Business Report for the year 2021

Report No. 2

Audit Committee's Review Report on 2021 Financial Statements

Explanation:

The Audit Committees Review Report for the year 2021

Report No. 3

Distribution of compensation to employees and directors for the year 2021.

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\$ 74,940,914. Propose allocate 2.01%, which is NT\$ 1,507,000, as the remuneration of employees. And 1.01%, which is NT\$ 754,000, 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 2021 on March 7, 2022.

Report No. 4

Distribution of Cash Dividends from Retained Earnings of 2021.

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\$36,071,486 has been appropriated as cash dividends, which is equivalent to NT\$1.2 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 2021 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 2021 on March 7, 2022.

Report No. 5

Amendment to the “Corporate Social Responsibility Best Practice Principles” including its name changing Report.

Explanation:

According to Financial Supervisory Commission Letter No. 1100375814 and Taiwan Stock Exchange Corporation Letter No. 11000241731 of Dec. 7, 2021, the company has amended partial articles of the “Corporate Social Responsibility Best Practice Principles”.

Report No. 6

Amendment to the “Corporate Governance Best Practice Principles”

Explanation:

According to 15 December 2021 Letter No. Securities-TPEX-Supervision-11000716032 and 11 March 2022 Letter No. Securities-TPEX-Supervision-11100543771 of the Taipei Exchange, the company has amended partial articles of the “Corporate Governance Best Practice Principles”.

C. Proposed Resolutions

1.

Proposed by the Board

Proposal:

Adoption of the 2021 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 Sean Chao 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 2021 Profits

Explanation:

The Board has adopted a Proposal for Distribution of 2021 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
2021**

(Unit: NTD\$)

Items	Total
Beginning retained earnings	0
Add: net profit after tax	72,679,914
Less: Effect of retrospective application and retrospective restatement	0
The accumulated gains or losses from disposal of the investment in equity instruments at fair value through other comprehensive income	(25,760,612)
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	46,919,302
Less: 10% legal reserve appropriated	(4,691,930)

Add: Reversal of special reserves	24,473,545
Distributable retained earnings for current period	66,700,917
Distribution item:	
Cash dividends on Common Shares (NT\$1.2 per share)	(36,071,486)
Unappropriated retained earnings	30,629,431

Resolution:

D. Discussion Items

1. **Proposed by the Board**

Proposal:

To approve the amendment to the “Articles of Incorporation”.

Explanation:

In order to conform to the amendments to Company Act , shareholders’ meeting can be held by means of visual communication network , 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 “Operational procedures for Acquisition and Disposal of Asset”.

Explanation:

According to 9 February 2022 Letter No.

Securities-TPEX-Supervision-1110052109 of the Taipei Exchange, the company has amended partial articles of the “Operational procedures for Acquisition and Disposal of Asset”.

Resolution:

3. **Proposed by the Board**

Proposal:

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

Explanation:

According to 11 March 2022 Letter No.

Securities-TPEX-Supervision-11100543771 of the Taipei Exchange, the company has amended partial articles of the “Rules of Procedure for Shareholders' Meetings”.

Resolution:

4. **Proposed by the Board**

Proposal:

In conjunction with the subsidiary's future application for the stock listing plan, the company handled the release of shares of the subsidiary O’Pay Electronic Payment Co., Ltd. and waived the cash capital increase plan of the subsidiary, the range of expected capital increase of 15,000 shares approved by its Board of Directors.

Explanation:

1. In order to continuously promote the Development Plan of the Group, cooperate with the operation and development of its subsidiary, O'Pay Electronic Payment Co., Ltd., attract and retain talents, integrate the Internal and External Resources of the Group and introduce strategic or financial investors, and plan for the future application for equity diversification of the stock listing, the Company may handle the release of shares and/or waive the subscription of all or part of the shares when the new shares (if any) are issued in cash capital increases before the planned listing , And may dispose of part of its shares in O'Pay Electronic Payment Co., Ltd. in one or several times in accordance with the following means:

(1) Abandonment of subscription for cash capital increase :

The issue price of the cash capital increase of O'Pay Electronic Payment Co., Ltd., a subsidiary of the planned listing , shall not be less than the net value per share of the latest financial statements verified by an accountant prior to the board of directors of its resolution on the cash capital increase. Considering its operational development, attracting and retaining professional talents for the purpose of improving business performance, the Company may abandon the subscription of the shares of O'Pay Electronic Payment Co., Ltd. in accordance with Article 28-1 and relevant laws and regulations that shall be fully allocated for public offering and underwriting, except for the private cash increase in accordance with Article 43-6 of the Securities Exchange Law and the relevant laws and regulations to negotiate the subscription of specific persons in accordance with the law, or to retain 10% to 15% of the cash capital increase shares of O'Pay Electronic Payment Co., Ltd. in accordance with the law, It also urges O'Pay Electronic Payment Co., Ltd., within the limit of the number of shares to be subscribed by a specific person, to make a subscription offer in principle to the qualified shareholders of the Company, employees of O'Pay Electronic Payment Co., Ltd., employees of the Company and its related enterprises, and strategic or financial investors who are beneficial to the operation and development of O'Pay Electronic Payment Co., Ltd.; Among them, the eligible shareholders of the Company refer to the shareholders recorded in the shareholders' register on the date of the latest suspension of transfer of O'Pay Electronic Payment Co., Ltd. when they subscribe, and the number of new shares of O'Pay Electronic Payment Co., Ltd. is calculated in proportion to the number of shares contained a thousand shares therein (including) (at that time, the shareholders of the Company may be cobbled together in accordance with the relevant measures). However, the actual cash capital increase issue price, the negotiation of specific persons and the operation schedule shall be subject to the

resolution of the board of directors of O'Pay Electronic Payment Co., Ltd.

(2) Disposition of shares held by the listed subsidiary of the scheme:

The price of the Company's subsidiary listed of the plan, O'Pay Electronic Payment Co., Ltd., shall not be less than the net value per share of the latest financial statements verified by the accountant before the resolution to dispose of the board of directors of O'Pay Electronic Payment Co., Ltd. (but if the stock has been traded in the securities dealer's business premises, it shall be determined according to the prevailing market price). In view of the operational development of O'pay Electronic Payment Co., Ltd., the attraction and retention of professional talents in order to achieve the purpose of improving business performance, the transaction counterparty of O'pay Electronic Payment Co., Ltd. held by the Company will be based on the principle of qualified shareholders of the Company, employees of O'pay Electronic Payment Co., Ltd., employees of the Company and related enterprises, and strategic or financial investors who are beneficial to the operation and development of O'pay Electronic Payment Co., Ltd. The actual transaction price, the negotiation of the transaction counterparty and the operation schedule are proposed to the shareholders' meeting to authorize the board of directors of the Company to be determined in accordance with the current market conditions and the operation of O'pay Electronic Payment Co., Ltd., and in accordance with the provisions of the procedures for the acquisition or disposal of assets by the Company at that time. Among them, the qualified shareholders of the Company are detailed in the description of the preceding paragraph (1).

2. In the future, the company shall allocate shares for the excessive placement of securities companies in accordance with the relevant laws and regulations and the relevant specifications of the listing for the excessive placement of securities companies and other operating procedures, and the number and price of the allocated shares shall be jointly agreed with the underwriters in accordance with the relevant laws and regulations and the relevant norms of the listing , the market conditions at that time and the operation of the listing of each plan.

3. The above related matters such as the release of shares and/or the abandonment of cash capital increase subscription of O'pay Electronic Payment Co., Ltd. are proposed to be submitted to the general meeting of shareholders to authorize the board of directors to handle it with full authority.

4. Please discuss.

Resolution:

E. Directors Election

1.

Proposed by the Board

Proposal:

Reelection of the Company's Directors and Independent Directors.

Explanation:

1. The term of the company's 8th Boards of Directors and Independent Directors will be expired on June 17, 2022. 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 15, 2022 and conclude on June 14, 2025.
3. 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	Chihlee University of Technology Department of Business Administration, Master Program of Service Business Management	<ol style="list-style-type: none"> 1. Vice President of MacroWell OMG Digital Entertainment Co., Ltd. 2. Representative of O'Pay Electronic Payment Co., Ltd. 3. Manager of O'Pay Electronic Payment Co., Ltd. 4. President of Green World FinTech Service Co., Ltd. 5. Chairman of Asia Golden Investment Co., Ltd. 6. Chairman of En Syue Co.,Ltd. 	<ol style="list-style-type: none"> 1. Chairman and President of Green World FinTech Service Co., Ltd.. 2. Director of OMG Charities Aid Foundation 3. Chairman of Hong Wei International Investment Co., Ltd 4. Chairman of Asia Golden Investment Co., Ltd 5. Chairman of En Syue Co.,Ltd. 	624,283
Li Choung Ju	University Southern Queensland	<ol style="list-style-type: none"> 1. Marketing manager of APAC Opto Electronics Inc. 2. Cathay Bank Commissioner 	<ol style="list-style-type: none"> 1.Chairman of OMG Charities Aid Foundation 2. Chairman of Cheng Bao Co., Ltd 3. Director and 	3,744,630

directors candidates	Education	Experience	Present position	Shareholding (Unit:Share)
			President of Obis Co., Ltd.	
Chang Hsu Hung	Department of history, National Taiwan University	1.Vice President and spokesperson of Manhattan Hotel Group Co., Ltd. 2. Marketing Director of Redhorse Group Co. Ltd. 3. Senior reporter of ANUE. Com, Inc. 4.Reporter of Commercial times	Vice President of Manhattan Hotel Group Co., Ltd.	0
Liu Bing Hong	Department of Law, National Chung Hsing University	1. Consultant of Lee and Li, Attorneys-at-Law. 2. members of people with disabilities employment fund advisory Committee. 3. Supervisor of Jen Yih Lingzhi International Co., Ltd. 4. Supervisor of COSVO Corporation 5. Rotary Club of Taipei Huapeng 16th RI President. 6. Supervisor of O'Pay Investment Holdings Co., Ltd 7. Supervisor of Green World Fintech service Co., Ltd. 8. Supervisor of O'Pay Electronic Payment Co., Ltd.	1.Consultant of Direction International Law Office 2. Taipei City Building Renewing Promoter	0

Independent director candidates	Education	Experience	Present position	Shareholding (Unit:Share)
Liu Shih Wei	Master of Engineering, Manhattan	1. President of Yuen Foong Shop Co., Ltd 2. Chairman of LiVEBRiCKS	1.President of Yuen Foong Shop Co., Ltd.	0

Independent director candidates	Education	Experience	Present position	Shareholding (Unit:Share)
	University	Inc. 3. Director of Yuen Foong Venture Capital Co., Ltd. 4. Associate General Manager of YFY Consumer Products Industry Co., Ltd.	2. Independent director of MacroWell OMG Digital Entertainment Co., Ltd	
Hwang Horng Chyuan	PhD of Law, Fu Jen University	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	Part-time teacher of Fu Jen University school of Law.	0
Chen Po Jen	College of Management, National Taiwan University	1. Supervisor of KPMG 2. Chairman of FarBar Inc.	1 .CFO and director of PAPAGO Inc. 2. President of Zhang Men Brewing Company	0

4. This election is handled in accordance with the Company's "Procedures for Election of Directors".

5. Please vote.

Voting Results

F. Other Matters

1.

Proposed by the Board

Proposal:

To release the newly elected Directors and their representatives from non-competition restrictions. 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 2022 shareholders' meeting to release the directors of the 9th 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 their company as follows:

Title	Name	Same or similar lines of business of the Company
Director	Lin Hsueh Hui	1. Chairman and President of Green World FinTech Service Co., Ltd. 2. Director of OMG Charities Aid Foundation 3. Chairman of Hong Wei International Investment Co., Ltd 4. Chairman of En Syue Co., Ltd 5. Chairman of Asia Golden Investment Co., Ltd
Director	Wisdom Private Equity & Venture Capital Co., Ltd. Proxy: Li Choung Ju	1. Chairman of OMG Charities Aid Foundation 2. Chairman of Cheng Bao Co., Ltd 3. Director and President of Obis Co., Ltd.
Director	Chang Hsu Hung	Vice President of Manhattan Hotel Group Co., Ltd.
Director	Liu Bing Hong	1. Consultant of Direction International Law Office 2. Taipei City Building Renewing Promoter
Independent Director	Liu Shih Wei	1. President of Yuen Foong Shop Co., Ltd. 2. Independent director of MacroWell OMG Digital Entertainment Co., Ltd. 3. Director of OMG Charities Aid Foundation
Independent Director	Hwang Horng Chyuan	Part-time teacher of Fu Jen University school of Law.

Title	Name	Same or similar lines of business of the Company
Independent Director	Chen Po Jen	1. CFO and director of PAPAGO INC. 2. President of Zhang Men Brewing Company

Resolution:

G. Questions and Motions

H. Adjournment