

MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

Handbook for the 2025 Annual Meeting of Shareholders

MEETING TIME: 09:00am, June 17, 2025 (Tuesday)

PLACE: 2F,Nankang Software Park Building A (located at 2F., No.19-10,
Building A, Sanchong 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 Tuesday, June 17, 2025

Place: 2F, Nangang Software Park Building A (located at 2F., No.19-10, Building A, Sanchong 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. 2024 Business Report
2. Audit Committee's Review Report on 2024 Financial Statements
3. Distribution of compensation to employees and directors for the year 2024
4. Distribution of 2024 Cash Dividends from Retained Earnings
5. Implementation of the first issuance of domestic secured convertible bonds in 2022

Proposed Resolutions

1. Adoption of the 2024 Business Report and Financial Statements
2. Adoption of the Proposal for Distribution of 2024 Profits

Discussion Items

1. Amendment to the "Articles of Incorporation"

Directors Election

The 10th 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

2024 Business Report

Explanation:

The Business Report for the year 2024

Report No. 2

Audit Committee's Review Report on 2024 Financial Statements

Explanation:

The Audit Committees Review Report for the year 2024

Report No. 3

Distribution of compensation to employees and directors for the year 2024

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 per mill (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\$ 69,565,454. Propose allocate 2.01%, which is NT\$ 1,400,000, as the remuneration of employees. And 1.01%, which is NT\$ 700,000, 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 2024 on March 13, 2025.

Report No. 4

Distribution of 2024 Cash Dividends from Retained Earnings

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\$46,982,959 has been appropriated as cash dividends, which is equivalent to NT\$1.56299494 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 2024 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 2024 on March 13, 2025.

Report No. 5

Implementation of the first issuance of domestic secured convertible bonds in 2022

Explanation:

In order to purchase office building and replenish operating capital, the company issued the first domestic secured convertible bonds NT 600,000,000. The Company obtained the effective registration letter No. 1110337038 issued by the Financial Supervisory Commission on April 12, 2022.

C. Proposed Resolutions

1. Proposed by the Board

Proposal:

Adoption of the 2024 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, Taylor Huang and Irene Peng of RSM .

Resolution:

2.

Proposed by the Board

Proposal:

Adoption of the Proposal for Distribution of 2024 Profits

Explanation:

The Board has adopted a Proposal for Distribution of 2024 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
2024

Items	(Unit: NTD\$)
Beginning retained earnings	58,978,925
Add: net profit after tax	69,985,649
Add: remeasurements of defined benefit plans	8,753
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	128,973,327
Less: 10% legal reserve appropriated	(6,999,440)
Less: special reserve appropriated	(16,012,003)
Distributable retained earnings for current period	105,961,884
Distribution item:	
Cash dividends on Common Shares (NT\$ 1.56299494 per share)	(46,982,959)
Unappropriated retained earnings	58,978,925

Resolution:

D. Discussion Items

1.

Proposed by the Board

Proposal:

To approve the amendment to the “Articles of Incorporation”

Explanation:

Pursuant to Article 14, Paragraph 6 of the Securities and Exchange Act, it is proposed to amend Article 19 of the Articles of Incorporation of the Company.

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 9th Boards of Directors and Independent Directors will be expired on June 14, 2025. 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 4 independent directors). Their three-year term will start from June 17, 2025 and conclude on June 16, 2028.

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.)

Title	No.	Name	Education	Experience	Present Positions	Shareholding (Unit:Share)
Director	1	Luo Shih-Bo	Dept. of Information Management, Minghsin University of Science and Technology	1.General Manager, OMG Digital Entertainment Co., Ltd. 2.Deputy Section Chief, IT Dept., HwaBao Communication Co., Ltd. 3.System Engineer, Donyi Information Co., Ltd.	Representative of Institutional Director, Green World FinTech Service Co., Ltd.	2,000
Director	2	Liu Bing-Hong	Dept. of Law, National Chung Hsing University	1. Consultant (Retired), Lee and Li Attorneys-at-Law 2. Member, Taipei City Disabled Employment Fund Advisory Board (8th to 10th term) 3. Supervisor, Renyi	1.Legal Consultant, Der-Li United Law Office 2.Urban Renewal Promoter, Taipei City Government 3.Independent Director,	-

				Lingzhi International Co., Ltd. 4. Supervisor, Yuhao Auto Co., Ltd. 5. Supervisor, O'Pay Financial Technology Co., Ltd. 6. Supervisor, Green World FinTech Service Co., Ltd. 7. Supervisor, O'Pay Electronic Payment Co., Ltd.	RedGate Games Co., Ltd. 4. Supervisor, Heng Ji Co., Ltd. 5. Director, Foundation of Management and Information R&D	
Director	3	Yang Bi-Yin	EMBA, Dept. of Accounting, National Taipei University B.A., Accounting, National Taipei University	1. Senior Manager, Finance Dept., Lite-On Technology Corp. 2. Group Chief Accountant, CMC Magnetics Corp. 3. Accounting Head, Oneness Biotech Co., Ltd. 4. Deputy Manager, Domestic Tax, Deloitte Taiwan	1. CFO, OMG Digital Entertainment Co., Ltd. 2. Representative of Institutional Director, Green World FinTech Service Co., Ltd. 3. Representative of Institutional Director, Green World Big Data Technology Co., Ltd. 4. Director, OMG Social Care Foundation	-
Independent Director	4	Chen Po-Jen	Master's in Accounting and Managerial Decision-Making, College of Management, National Taiwan University	1. Chairman, FarBar Tech Co., Ltd. 2. Audit Supervisor, KPMG Taiwan	1. Director & CFO, Jetway Information Co., Ltd. 2. Chairman, Jaya Investment Co., Ltd. 3. General	-

					Manager, Palm Business Co., Ltd.	
Independent Director	5	Wang Chi-Hsien	Dept. of Agricultural Extension, National Taiwan University M.S. in Accounting, City University of New York	1.Partner, Maxpro Ventures 2.CFO, Kong Pei Biotech Co., Ltd. 3.Accounting Manager, Daxon Computer Co., Ltd.	1.Chairman, Cheng Zhi Capital Management & Consulting Co., Ltd. 2.Chairman, Cheng Han Investment Co., Ltd. 3.Supervisor, Eastern Fiber Optic Glass Co., Ltd. 4.Director, Fortune Materials International Co., Ltd.	-
Independent Director	6	Chien Wei-Neng	M.A., Graduate Institute of European Studies, Tamkang University Dept. of Law, Fu Jen Catholic University	1.Judge, Taipei and Taoyuan District Courts 2.Chairman, Keelung Bar Association	1.Managing Partner, QuanTai Law Firm 2.Independent Director, Vigor Kobo Co., Ltd. 3.Independent Director, Elan Microelectronics Corp. 4.Director, St. Shine Optical Co., Ltd.	-
Independent Director	7	Tu Meng-Chen	Dept. of Law, National Taiwan University	1.Committee Member, Lawyer Rights and Appeals Committee, National Bar	1.Managing Attorney, JaoXin Tu Meng-Chen	-

			Association 2.Deputy Chair, Financial and Economic Law Committee 3.Member, Finance and Securities Committee, Chinese Arbitration Association 4.Lecturer in Government Procurement Law, Fu Jen Catholic University	Law Firm 2.Director, Taiwan Arbitration Association Director, 3.Chinese Engineering Arbitration Association Patent Attorney 4.Independent Director, Kaulin Mfg. Co., Ltd.	
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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 Director 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 2025 shareholders' meeting to release the directors of the 10th 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 director in any their company as follows:

Title	Name	Same or similar lines of business of the Company
Director	Luo Shih-Bo	Representative of Institutional Director, Green World FinTech Service Co., Ltd.
Director	Yang Bi-Yin	CFO, OMG Digital Entertainment Co., Ltd. Representative of Institutional Director, Green World FinTech Service Co., Ltd. Representative of Institutional Director, Green World Big Data Technology Co., Ltd. Director, OMG Social Care Foundation
Director	Liu Bing-Hong	Legal Consultant, Der-Li United Law Office Urban Renewal Promoter, Taipei City Government Independent Director, RedGate Games Co., Ltd. Supervisor, Heng Ji Co., Ltd. Director, Foundation of Management and Information R&D
Independent Director	Chen Po-Jen	Director & CFO, Jetway Information Co., Ltd. Chairman, Jaya Investment Co., Ltd. General Manager, Palm Business Co., Ltd.
Independent Director	Wang Chi-Hsien	Chairman, Cheng Zhi Capital Management & Consulting Co., Ltd. Chairman, Cheng Han Investment Co., Ltd. Supervisor, Eastern Fiber Optic Glass Co., Ltd. Director, Fortune Materials International Co., Ltd.
Independent Director	Chien Wei-Neng	Managing Partner, QuanTai Law Firm Independent Director, Vigor Kobo Co., Ltd. Independent Director, Elan Microelectronics Corp. Director, St. Shine Optical Co., Ltd.
Independent Director	Tu Meng-Chen	Managing Attorney, JaoXin Tu Meng-Chen Law Firm Director, Taiwan Arbitration Association Director, Chinese Engineering Arbitration Association Patent Attorney Independent Director, Kaulin Mfg. Co., Ltd.

4. Please discuss.

Resolution:

G. Questions and Motions

H. Adjournment