

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

**Handbook for the 2016 Annual Meeting of  
Shareholders**

**MEETING TIME: June 20, 2016**

**PLACE:** Taipei Nangang Exhibition Center Rm. 501 (located at 5F.,  
No.1, Jingmao 2nd Rd., Nangang Dist., Taipei City 115, Taiwan)

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# MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.

Year 2016

## Agenda of Annual Meeting of Shareholders

**Time:** 9:00 a.m. on Monday, June 20, 2016

**Place:** Taipei Nangang Exhibition Center Rm. 501 (located at 5F., No.1, Jingmao 2nd Rd., Nangang Dist., Taipei City 115, Taiwan )

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

### **Chairperson Remarks**

#### **Report Items**

1. To report the business of 2015
2. Supervisor's review report of 2015
3. To revise the following internal rules:
  - (a) Ethical Corporate Management Best Practice Principles
  - (b) Procedures for Ethical Management and Guidelines for Conduct
  - (c) Guidelines for the Adoption of Codes of Ethical Conduct

#### **Proposals .Discussion and Election Items**

1. To accept 2015 Business Report and Financial Statements
2. To accept of the Proposal for 2015 Deficit Compensation
3. Amendment to the Company's Corporate Charter (Articles of Incorporation)
4. Amendment to the Rules of Procedure for Shareholder Meetings
5. Amendment to the Procedures for Election of Directors and Supervisors
6. The Election of Directors and Supervisors
7. Proposal of Release the Prohibition on Directors from Participation in Competitive Business

### **Questions and Motions**

### **Adjournment**

# Report Items

## **Report No. 1**

2015 Business Reports

### **Explanation:**

The 2015 Business Report.

## **Report No. 2**

Supervisor's Review Report on the 2015 Financial Statements

### **Explanation:**

The 2015 Supervisor's Review Report.

## **Report No. 3**

3. To revise the following internal rules:

- (a) Ethical Corporate Management Best Practice Principles
- (b) Procedures for Ethical Management and Guidelines for Conduct
- (c) Guidelines for the Adoption of Codes of Ethical Conduct

### **Explanation:**

In order to conform to the needs of amendments to related commercial laws, the company hereby proposes to amend the following internal rules:

- (a) Ethical Corporate Management Best Practice Principles
- (b) Procedures for Ethical Management and Guidelines for Conduct
- (c) Guidelines for the Adoption of Codes of Ethical Conduct

# Proposals . Discussion and Election Items

## 1. Proposed by the Board

### Proposal:

Adoption of the 2015 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, CHEN,GUEI-MEI and CIOU,JI-CHENG of Crowe Horwath CPAs. 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 2015 Deficit Compensation

### Explanation:

- (1) In accordance with the Company's Corporate Charter .Please refer to the 2015 Deficit Compensation Statement as follows:

**MACROWELL OMG DIGITAL ENTERTAINMENT CO., LTD.**  
**Deficit Compensation Statement**  
**2015**

(Unit: NTD\$)

Items	Total
Beginning undistributed earnings	0
Less: 2015 net loss	(108,665,169)
Difference between consideration and carrying amount of subsidiaries acquired or disposed	(9,374,370)
Ending undistributed earnings	(118,039,539)

- (2) 2015 beginning undistributed earnings is NT\$0, after reducing 2015 net loss of NT\$(108,665,169) and difference between consideration and carrying amount of subsidiaries acquired or disposed of NT\$(9,374,370),the Ending undistributed earnings are NT\$(118,039,539) and 2015 not to distribute dividend to shareholders.

### Resolution:

**3.**

**Proposed by the Board**

**Proposal:**

Amendment to the Company Corporate Charter (Articles of Incorporation).  
Please proceed to discuss.

**Explanation:**

In order to conform to the needs of amendments to related commercial laws, the company hereby proposes to amend the Corporate Charter.

**Resolution:**

**4.**

**Proposed by the Board**

**Proposal:**

Amendment to the Rules of Procedure for Shareholder Meetings. Please proceed to discuss.

**Explanation:**

In order to conform to the needs of amendments to related commercial laws, the company hereby proposes to amend the Rules of Procedure for Shareholder Meetings.

**Resolution:**

**5.**

**Proposed by the Board**

**Proposal:**

Amendment to the Procedures for Election of Directors and Supervisors. Please proceed to discuss.

**Explanation:**

In order to conform to the needs of amendments to related commercial laws, the company hereby proposes to amend the Procedures for Election of Directors and Supervisors.

**Resolution:**

**6.**

**Proposed by the Board**

**Proposal:**

The company is responsible for identifying and evaluating nominees for director and supervisor seats, and recommending to the Board a slate of nominees for the 7th Directors and Supervisors election.

**Explanation:**

1. The three-year term of 7 directors and 3 supervisors of the 6th Board will be end on 6/16/2016. Accordingly, the company proposes to duly elect new Board members at this year's Annual Meeting of Shareholders.

2. According to Article 14 of the Securities and Exchange Act and Article 13 of the Corporate Charter, the shareholders' meeting shall elect 7 directors and 3 supervisors. Their three-year term will start from 6/20/2016 and conclude on 6/19/2019.
3. A total of 3 independent directors shall be elected from the nomination list prepared by the company. The qualification of the 3 nominated independent directors has been reviewed by the Board meeting on 5/9/2016. Personal information of the 3 nominees is as follows:

Name	Education	Experience	Shareholding
YANG,CHENG-SHU	Department of Linguistics Ph.D. of Beijing Foreign Studies University	The Professor and Director of Institute Translation Studies of Fu Jen Catholic University	0
HUANG,CING-SIANG	Department of Accounting of Chinese Culture University	The Chairman of Ernst & Young Management Consulting Inc.	0
LAI,JIAN-HONG	Department of Industrial Management of National Taiwan University of Science and Technology	The Senior industry analyst of Institute for Information Industry	0

### **Voting Results**

7.

#### **Proposal:**

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

#### **Explanation:**

Proposal for release the prohibition on directors from participation in competitive business

#### **Resolution:**

## **Questions and Motions**

## **Adjournment**