

Gamania Digital Entertainment Co., Ltd. 2019 General Shareholders Meeting Minutes

Time: May 29, 2019, (Wed) 9:00 a.m.

Address: Banquet Hall, 1st Floor of Victoria Hotel (No. 168, Jingye 4th Rd., Taipei City)

Attendance: The Company has 175,493,573 shares issued, of which, a total of 168,364,100 shares are with voting rights. A total of 133,954,882 shares are represented by the attending shareholders, accounted for 77.31% attendance that meets the statutory requirement.

Chairperson: Chairman	Albert Liu
Attendance: Director	Vincent Hsieh
Independent Director	Bobby Sheng
Independent Director	Ray Lin
Cloud Copious Investment Limited Company Representative	Chia-Lin Chu
CFO of the Group	Hank Su
PwC Taiwan	
Gwin-Attorneys Corporation.	

Clerk: Alan Hsu

- (I) Call Meeting to Order
- (II) Chairperson's Address (Omitted)
- (III) Reports items

Case One

Cause: Report of distribution of remunerations for directors, supervisors and employees for 2018.

Note:

- I. The distribution of remunerations for directors, supervisors and compensation for employees of the Company in 2018 was passed by resolution at Board of Directors on March 7, 2019. The abovementioned remunerations will be fully paid in cash, with the distribution date remaining to be determined.
- II. Amount of remunerations for Directors and Supervisors: NT\$ 50,000,000.
- III. Amount of compensation for employees: NT\$ 250,710,786, with the distribution subjects pursuant to the Articles of Association.
- IV. The recognized expense of remunerations for directors and supervisors decreases by NT\$ 142,157 when compared with 2018, and the difference will be recognized as profit or loss in 2019.

Case Two

Cause: Operating report of the Company 2018.

Note: Refer to #page 5-7# in the Meeting Handbook for details.

Case Three

Cause: Report of supervisors' review of the final statement 2018.

Note: Refer to #page 8# in the Meeting Handbook for details.

Case Four

Cause: Report of amendment to the Company "Method of Transfer of Repurchased Shares to Employees for the 9th Time".

Note: Refer to #page 9-10# in the Meeting Handbook for details.

Case Five

Cause: Report of amendment to the Company "Method of Transfer of Repurchased Shares to Employees for the 10th Time".

Note: Refer to #page 11-12# in the Meeting Handbook for details.

Case Six

Cause: Report of amendment to the Company "Method of Transfer of Repurchased Shares to Employees for the 11th Time".

Note: Refer to #page 13# in the Meeting Handbook for details.

Case Seven

Cause: Report of Execution status of treasury stock of the Company.

Note: Refer to #page 14# in the Meeting Handbook for details.

Case Eight

Cause: Report of domestic issuance of guaranteed convertible corporate bonds for the first time in 2015 of the Company.

Note:

- I. Issuance Date: July 15, 2015.
- II. Financing purpose: for purchase of office building and furnishing works.
- III. Implementation: all capital had been executed fully in Q1 of 2016.
- IV. Benefit: Refer to Market Observation Post System for details.
- V. Conversion: As of the publication date of the Handbook on March 31, 2019, the amount converted was NT\$ 699,900,000 and the cumulative converted ordinary shares were 17,899,958.

(IV) Recognition Items

Case One: proposed by the Board of Directors

Cause: Final statements of the Company 2018.

Note:

- I. The 2018 financial statements of the Company had been audited by CPA Yi-Fan Lin and Hui-Ling Pan with PwC, and the business report was reviewed by supervisors and resolved by the Board of Directors.
- II. Attached are the above statements and CPA audit report. Refer to #page 15-40# in the Handbook for details.

Resolution: The voting results of this proposal are as follows:

A total of 129,052,409 voting rights are represented by attending shareholders.

Voting results	Accounted for the voting rights of attending shareholders (%)
The votes of approval: 118,940,390 voting rights (including electronic voting of 24,673,239 voting rights)	92.16%
The votes of disapproval: 5,509 voting rights (including electronic voting of 5,509 voting rights)	0%
Invalid votes: 0 voting rights	0%
Waiver and non-voting: 10,106,510 voting rights (including electronic voting of 9,991,933 voting rights)	7.83%

The proposal is voted and passed as proposed.

Case Two: proposed by the Board of Directors

Cause: Earnings distribution plan of the Company 2018.

Note:

- I. The after-tax net profit of the Company in 2018 was NT\$ 1,759,973,489, and the distributable earnings were NT\$ 1,708,112,933.
- II. Attached is the earnings distribution table of 2018. Refer to #page 41# in the Handbook for details.

Resolution: The voting results of this proposal are as follows:

A total of 129,052,409 voting rights are represented by attending shareholders:

Voting results	Accounted for the voting rights of attending shareholders (%)
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The votes of approval: 119,438,388 voting rights (including electronic voting of 25,171,237 voting rights)	92.55%
The votes of disapproval: 20,510 voting rights (including electronic voting of 20,510 voting rights)	0.01%
Invalid votes: 0 voting rights	0%
Waiver and non-voting: 9,593,511 voting rights (including electronic voting of 9,478,934 voting rights)	7.43%

The proposal is voted and passed as proposed.

(V) Discussions Items

Case One: proposed by the Board of Directors

Cause: Amendment to the Company "Articles of Association".

Note:

- I. The Company's "Articles of Association" are amended in compliance with regulatory amendments and the establishment of the Audit Committee in 2020.
- II. Attached is the comparison table of amendments to the "Articles of Association". Refer to #page 42-43# in the Handbook for details.

Resolution: The voting results of this proposal are as follows:

A total of 129,052,409 voting rights are represented by attending shareholders:

Voting results	Accounted for the voting rights of attending shareholders (%)
The votes of approval: 119,434,153 voting rights (including electronic voting of 25,165,002 voting rights)	92.54%
The votes of disapproval: 20,539 voting rights (including electronic voting of 20,539 voting rights)	0.01%

Invalid votes: 0 voting rights	0%
Waiver and non-voting: 9,597,717 voting rights (including electronic voting of 9,485,140 voting rights)	7.43%

The proposal is voted and passed as proposed.

Case Two: proposed by the Board of Directors

Cause: Amendment to the Company "Treatment Procedures of Acquisition or Disposal of Assets".

Note:

- I. Some articles are amended in compliance with regulatory amendments.
- II. Attached is the comparison table of amendments to the "Treatment Procedures of Acquisition or Disposal of Assets". Refer to #page 44-81# in the Handbook for details.

Resolution: The voting results of this proposal are as follows:

A total of 129,052,409 voting rights are represented by the attending shareholders:

Voting results	Accounted for the voting rights of attending shareholders (%)
The votes of approval: 119,434,126 voting rights (including electronic voting of 25,164,975 voting rights)	92.54%
The votes of disapproval: 20,554 voting rights (including electronic voting of 20,554 voting rights)	0.01%
Invalid votes: 0 voting rights	0%
Waiver and non-voting: 9,597,729 voting rights (including electronic voting of 9,485,152 voting rights)	7.43%

The proposal is voted and passed as proposed.

Case Three: proposed by the Board of Directors

Cause: Amendment to the Company "Operation Procedures of Capital Loan and Endorsements/Guarantees".

Note:

- I. Some articles are amended in compliance with regulatory amendments.
- II. Attached is the comparison table of amendments to the "Operation Procedures of Capital Loan and Endorsements/Guarantees". Refer to #page 82-94# in the Handbook for details.

Resolution: The voting results of this proposal are as follows:

A total of 129,052,409 voting rights are represented by attending shareholders:

Voting results	Accounted for the voting rights of attending shareholders (%)
The votes of approval: 119,434,121 voting rights (including electronic voting of 25,164,970 voting rights)	92.54%
The votes of disapproval: 20,557 voting rights (including electronic voting of 20,557 voting rights)	0.01%
Invalid votes: 0 voting rights	0%
Waiver and non-voting: 9,597,731 voting rights (including electronic voting of 9,485,134 voting rights)	7.43%

The proposal is voted and passed as proposed.

Case Four: proposed by the Board of Directors

Cause: Amendment to the Company "Method of Directors Election".

Note:

- I. Some articles are amended in compliance with the establishment of the Audit Committee in 2020.
- II. Attached is the comparison table of amendments to the "Method of Directors Election". Refer to #page 95-97# in the Handbook for details.

Resolution: The voting results of this proposal are as follows:

A total of 129,052,409 voting rights are represented by the attending shareholders:

Voting results	Accounted for the voting rights of attending shareholders (%)
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The votes of approval: 119,432,156 voting rights (including electronic voting of 25,163,005 voting rights)	92.54%
The votes of disapproval: 20,541 voting rights (including electronic voting of 20,541 voting rights)	0.01%
Invalid votes: 0 voting rights	0%
Waiver and non-voting: 9,599,712 voting rights (including electronic voting of 9,487,135 voting rights)	7.43%

The proposal is voted and passed as proposed.

(VI) Extempore Motion: None

(VII) Adjournment: 9:40 a.m.

(The keynote of this general shareholders meeting is documented in the meeting minutes.
Please refer to the recording video of the meeting for the detailed contents)

Chairperson: Albert Liu

Clerk: Alan Hsu