

# Gamania Digital Entertainment Co., Ltd.

## 2023 General Shareholders' Meeting Minutes

Time: 9:00 am, Tuesday, June 20, 2023

Venue: Ballroom of Grand Victoria Hotel at 1F (No. 168, Jingye 4th Rd., Taipei City)

Attendees: The total number of shares issued by the Company is 175,493,573 shares, the same as the total number of voting rights, and the total number of attended shares is 136,583,082 shares, representing an attendance rate of 77.82%, attaining the statutory quota.

Attending Directors: Director Liu, Po-Yuan, Director Alex Chen, Independent Director Lin, Ruei-Yi (Convener of Audit Committee), Independent Director Chen, Kuan-Pai, etc. Four directors were present, which constitutes more than half of the total of seven director seats.

Meeting Chair: Liu, Po-Yuan

Record taken by Hsu, Ching-Hsien

- I. Call the Meeting to Order
- II. Meeting Chair Remarks (omitted)
- III. Reports

Motion 1

Proposal: Business Report of the Company for 2022

Remark: See pages 5-6 of the Handbook for details.

Motion 2

Proposal: Audit Committee's review of 2022 financial statements and reports

Remark: Please refer to Page 7 of the Meeting Handbook.

Motion 3

Proposal: Distribution of 2022 Remuneration to Directors and Employees.

Explanatory notes:

1. The Company's distribution of 2022 remuneration to Directors and employees was approved by the Board of Directors on March 9, 2023, and will be made in cash, but the date of payment has not been determined yet.
2. Remuneration to directors: NTD 34,700,000.
3. Remuneration to employees: NTD 173,571,908, subject to the Articles of Incorporation.
4. The amount of remuneration for directors reduced by NT\$14,382 against the

expenses recognized in 2022. The difference will be recognized as the profit or loss in 2023.

5. For the remuneration policy of directors, details and amounts of individual remunerations, please refer to Page 8 of the Meeting Handbook.

#### IV. Ratifications

Motion 1:

Proposal: The Company's 2022 Financial Statements.

Explanatory notes:

1. The Company's 2022 Financial Statements of the Company have been audited and certified by CPAs Lin Yi-Fan and Yen Yu-fun, from PwC Taiwan.
2. See pages 9-34 of the Handbook for the attached statements and the Review Report from CPAs.

Resolution: The voting result on the Motion is stated as following: (Number of voting rights present at the time of the vote: 136,583,082 rights)

Voting result	As a % of voting rights of shareholders present
Votes in favor of the motion: 130,554,007 votes (including 36,819,623 votes by e-voting)	95.58%
Votes opposing the motion: 496,715 votes (including 496,715 votes by e-voting)	0.37%
Rights invalid: 0	0%
Votes waived and abstained: 5,532,360 votes (including 5,329,547 votes by e-voting)	4.05%

The Motion is passed as submitted.

Motion 2:

Proposal: The Company's 2022 Distribution of Earnings.

Explanatory notes:

1. In 2022, the Company's net profits after tax amounted to NTD 1,279,696,291 and distributable earnings for this period amounted to NTD 2,130,684,513.
2. In the event that any repurchase of the Company's shares, transfer or cancellation of treasury stock, or exercise of employee stock warrants affects the number of

outstanding shares and changes the rights issue ratio and the dividends ratio per share, the Board of Directors shall be authorized to deal with relevant matters thereto.

3. The 2022 Earnings Distribution is attached hereto. For details, please refer to Page 35 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following: (Number of voting rights present at the time of the vote: 136,583,082 rights)

Voting result	As a % of voting rights of shareholders present
Votes in favor of the motion: 131,368,084 votes (including 37,633,700 votes by e-voting)	96.18%
Votes opposing the motion: 14,739 votes (including 14,739 votes by e-voting)	0.01%
Rights invalid: 0	0%
Votes waived and abstained: 5,200,259 votes (including 4,997,446 votes by e-voting)	3.81%

The Motion is passed as submitted.

## V. Elections

Proposal: Comprehensive re-election of 7 Directors (Including 4 Independent Directors) for the 11th Meeting of Board of Directors

Explanatory notes:

1. The term of the Board of Directors of the current session will be from June 17, 2020 to June 16, 2023. The directors are scheduled to be re-elected in whole at the annual general meeting on June 20, 2023.
2. It is proposed to elect 7 Directors (including 4 Independent Directors) for the 11th Meeting of Board of Directors, and adopt a comprehensive nomination system for candidates.
3. The original members of the Board of Directors will be dismissed as soon as their successors are elected at the annual general meeting and take office. The term of office will be from June 20, 2023 to June 19, 2026.
4. Candidate List of Directors (Including Independent Directors), including their education background, experience and other relevant materials. Please refer to Pages 36-37 of the Meeting Handbook.

Resolution: The name list of the elected directors announced by Chairperson is stated as following:

Name list of the elected directors and number of votes in favor		
Account number or National ID No.	Account Name	Number of Votes in Favor
1	Liu, Po-Yuan	177,674,202
121939	Wanin International Representative: Hsiao, Cheng-Hao	135,788,727
D1013*****	Lin, Hsien-Ming	133,333,854

Name list of the elected independent directors and number of votes in favor		
Account number or National ID No.	Account Name	Number of Votes in Favor
A1206*****	Sheng, Bao-Si	112,298,479
A1230*****	Lin, Ruei-Yi	111,274,596
A1206*****	Chen, Kuan-Pai	110,251,259
A2258*****	Hou, Chia-Qi	109,600,528

## VI. Other Motions

Proposal: The Motion for Termination of the Non-Competition Restriction Imposed on New

Directors and Their Representatives is submitted for discussion.

Explanatory notes:

1. According to the first paragraph of Article 209 of the Company Law, a director acting on his own or on behalf of others within the business scope of the Company is required to explain the important content of their actions at the general meeting for permission.
2. It is proposed that the Shareholders' meeting agrees to terminate the non-competition restrictions on newly elected directors and their representatives this year from the date they assumed office. For details on the termination of non-competition restrictions, please refer to Pages38-39 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following: (Number of voting rights present at the time of the vote: 136,583,082 rights)

Voting result	As a % of voting rights of shareholders present
Votes in favor of the motion: 128,457,577 votes (including 34,723,193 votes by e-voting)	94.05%
Votes opposing the motion: 57,451 votes (including 57,451 votes by e-voting)	0.04%
Rights invalid: 0	0%
Votes waived and abstained: 8,068,054 votes (including 7,865,241 votes by e-voting)	5.91%

The Motion is passed as submitted.

VII. Questions and Motions: None.

VIII. Adjournment: 9:16AM

Note 1: There were no shareholder inquiries during this shareholders' meeting.

Note 2: The minutes for this general shareholders' meeting only specifies the key points of the meeting. For details, please refer to the audio and video records of the meeting.

Note 3: The percentages of votes in favor, against, abstaining from voting, invalid and non-voting to the number of voting rights of shareholders present are calculated by system and unconditionally rounded to the second decimal place, so there may be fractional trailing differences, resulting in the total percentages not equal to 100.00%.

Meeting Chair: Liu, Po-Yuan

Record taken by Hsu, Ching-Hsien