

Gamania Digital Entertainment Co., Ltd. 2020 Annual General Meeting Minutes

Date & Time: June 17, 2020 (Wednesday) at 9:00AM

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

Attendees: Among the total 175,493,573 already issued by the Company, shareholders representing a total of 171,878,100 shares with voting rights were present at the meeting. Considering that all of the shareholders present at the meeting represent 127,453,852 shares in total, the attendance rate reached 73.56%, attaining the statutory quota.

Chairperson: Chairman Liu, Po-Yuan

Attendees: Independent Director Bobby Sheng

Independent Director Lin, Ruey-Yih

Representative of Yun Pei Investment Co., Ltd.: Mr. Chu, Chia-Lin

Group CFO: Mr. Su, Hsin-Hung

PwC Taiwan

Gwin Attorneys-at-Law

Record taken by Ching-Hsien Hsu

I. Call the Meeting to Order

II. Chairperson Remarks (omitted)

III. Reports

Motion 1

Proposal: The Company's 2019 Business Report

Remark: Please refer to Pages 5~7 of the Meeting Handbook.

Motion 2

Proposal: Supervisor's Review Report on 2019 Financial Statements

Remark: Please refer to Page 8 of the Meeting Handbook.

Motion 3

Proposal: Report on 2019 Allocation of Remuneration to Directors/Supervisors and Employees.

Remarks:

1. The motion for 2019 allocation of remuneration to directors/supervisors and employees was passed upon resolution rendered at the Board meeting on March 12, 2020. Said remuneration shall be allocated in cash in whole, but the date of allocation has not yet been decided.

2. Remuneration to directors/supervisors: NT\$26,000,000.
3. Remuneration to employees: NT\$130,665,361 to be allocated to the subjects defined in the Articles of Incorporation.
4. The remuneration to directors/supervisors reduced by NT\$133,072 from 2019. The difference in amount will be stated as the income for 2020.

Motion 4

Proposal: Report on Execution of the Company's Treasury Stocks

Remark: Please refer to Page 9 of the Meeting Handbook.

IV. Acknowledgment

Motion 1: Submitted by the Board of Directors

Proposal: The Company's 2019 Financial Statements The motion is submitted for acknowledgment.

Remarks:

1. The Company's 2019 financial statements have already audited and certified by Lin, Yi-Fan, CPA and Peng, Huei-Ling, CPA of PwC Taiwan. Also, the financial statements, together with the business report, were examined by the Company's supervisors.
2. Said statements and the external auditor's report are attached hereto. For details, please refer to Pages 10~35 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:

126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 124,760,361 votes (including 14,104,350 votes by e-voting)	98.95%
Votes opposing the motion: 7,442 votes (including 7,442 votes by e-voting)	0.01%
Votes invalid: 0 vote	0%
Votes waived and abstained: 1,311,576 votes (including 1,308,740 votes by e-voting)	1.04%

The Motion is passed as it is.

Motion 2: Submitted by the Board of Directors

Proposal: The Company's 2019 Distribution of Earnings. The Motion is submitted for acknowledgment.

Remarks: 1. The Company's earnings after tax totaled NT\$887,895,350 in 2019, and the allocable earnings amounted to NT\$1,399,776,654.

2. The 2019 Earnings Distribution Statement is attached hereto. For details, please refer to Page 36 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:
126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 124,759,359 votes (including 14,103,348 votes by e-voting)	98.95%
Votes opposing the motion: 7,442 votes (including 7,442 votes by e-voting)	0.01%
Votes invalid: 0 vote	0%
Votes waived and abstained: 1,312,578 votes (including 1,309,742 votes by e-voting)	1.04%

The Motion is passed as it is.

V. Discussion

Motion 1: Submitted by the Board of Directors

Proposal: Amendment to the Company's Articles of Incorporation.

Remarks:

1. In response to the amendments to laws and establishment of the Audit Committee by the Company this year, the motion for amendments to the Company's Articles of Incorporation is submitted accordingly.

2. The comparative list for amendments to the “Articles of Incorporation” is attached hereto. For details, please refer to Pages 37~39 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:
126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 124,757,336 votes (including 14,101,325 votes by e-voting)	98.95%
Votes opposing the motion: 9,467 votes (including 9,467 votes by e-voting)	0.01%
Votes invalid: 0 vote	0%
Votes waived and abstained: 1,312,576 votes (including 1,309,740 votes by e-voting)	1.04%

The Motion is passed as it is.

Motion 2: Submitted by the Board of Directors

Proposal: Amendment to the Company's “Parliamentary Rules for Shareholders’ Meetings.”

Remarks:

1. In response to amendments to laws, the motion for amendments to the Company's “Parliamentary Rules for Shareholders’ Meetings” is submitted accordingly.
2. The comparative list for amendments to the “Parliamentary Rules for Shareholders’ Meetings” is attached hereto. For details, please refer to Pages 40~43 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:
126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 124,757,308 votes (including 14,101,297 votes by e-voting)	98.95%
Votes opposing the motion: 9,500 votes (including 9,500 votes by e-voting)	0.01%
Votes invalid: 0 vote	0%
Votes waived and abstained: 1,312,571 votes (including 1,309,735 votes by e-voting)	1.04%

The Motion is passed as it is.

Motion 3: Submitted by the Board of Directors

Proposal: Amendments to the Company's "Regulations for Election of Directors."

Remarks:

1. In response to amendments to laws, the motion for amendments to the Company's "Regulations for Election of Directors" is submitted accordingly.
2. The comparative list for amendments to the "Regulations for Election of Directors" is attached hereto. For details, please refer to Page 44 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:

126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 124,756,327 votes (including 14,100,316 votes by e-voting)	98.95%
Votes opposing the motion: 9,480 votes	0.01%

(including 9,480 votes by e-voting)	
Votes invalid: 0 vote	0%
Votes waived and abstained: 1,313,572 votes (including 1,310,736 votes by e-voting)	1.04%

The Motion is passed as it is.

Motion 4: Submitted by the Board of Directors

Proposal: Amendments to the Company's "Operating Procedure for the Acquisition and Disposal of Assets."

Remarks:

1. In response to the establishment of the Audit Committee by the Company this year, the motion for amendments to the Company's "Operating Procedure for the Acquisition and Disposal of Assets," to be applied as of the re-election at the general annual meeting this year, is submitted accordingly.
2. The comparative list for amendments to the "Operating Procedure for the Acquisition and Disposal of Assets" is attached hereto. For details, please refer to Pages 45~48 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:

126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 124,758,317 votes (including 14,102,306 votes by e-voting)	98.95%
Votes opposing the motion: 9,487 votes (including 9,487 votes by e-voting)	0.01%
Votes invalid: 0 vote	0%

Votes waived and abstained: 1,311,575 votes (including 1,308,739 votes by e- voting)	1.04%
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The Motion is passed as it is.

Motion 5: Submitted by the Board of Directors

Proposal: Amendments to the Company's "Operational Procedures for Loaning of Fund and Making of Endorsements/Guarantees."

Remarks:

1. In response to establishment of the Audit Committee by the Company this year, the motion for amendments to the Company's "Operational Procedures for Loaning of Fund and Making of Endorsements/Guarantees," to be applied as of the re-election at the annual general meeting this year, is submitted accordingly.
2. The comparative list for amendments to the "Operational Procedures for Loaning of Fund and Making of Endorsements/Guarantees" is attached hereto. For details, please refer to Pages 49~53 of the Meeting Handbook.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:
126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 119,275,470 votes (including 8,619,459 votes by e- voting)	94.60%
Votes opposing the motion: 5,491,335 votes (including 5,491,335 votes by e- voting)	4.36%
Votes invalid: 0 vote	0%
Votes waived and abstained: 1,312,574 votes	1.04%

(including 1,309,738 votes by e-voting)	
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The Motion is passed as it is.

VI. Elections

Proposal: Election of 7 directors of 10th term (including 3 independent directors).

Remarks:

1. The current term of office to be served by directors commences from June 8, 2017 to June 7, 2020. The directors are scheduled to be re-elected in whole at the annual general meeting on June 17, 2020.
2. Proposal: Election of 7 directors for 10th term (including 3 independent directors).
3. The old Board members will be discharged upon completion of the re-election at the annual general meeting, and the new Board members serve the term of office immediately.
The term of office commences from June 17, 2020 until June 16, 2023.
4. For the name list of candidates nominated by the Board of Directors for the independent directors, please refer to Page 83 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 No. or ID No.	Account Name	Number of Votes in Favor
1	Liu, Po-Yuan	233,793,671
121939	Representative of Wanin International: Hsiao, Cheng-Hao	180,052,086
D1013*****	Lin, Hsien-Ming	128,323,277
48927	Representative of Yun Pei Investment Co., Ltd.: Chen, Shih-Ying	127,561,628
Name list of the elected independent directors and number of votes in favor		
Account No. or ID No.	Account Name	Number of Votes in Favor
A1230*****	Lin, Ruey-Yih	57,973,507
A1206*****	Bobby Sheng	57,861,329
A1206*****	Chen, Kuan-Pai	57,732,793

VII. Other Motions

Proposal: The Motion for Termination of the Non-Competition Restriction Imposed on New Directors is submitted for discussion.

Remarks:

1. According to Paragraph 1 of Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. The Motion is hereby submitted to seek the approval of termination of the non-competition restriction imposed on directors re-elected this year as of the date when they take the office.

Director's Name	Company Name and Job Title
Liu, Po-Yuan	CEO of Gamania Digital Entertainment Co., Ltd., Chairman of Gamania Digital Entertainment (HK) Co., Ltd., Chairman of Gamania Digital Entertainment (Beijing) Co., Ltd., Chairman (Institutional Representative) of Foundation Digital Entertainment Co., Ltd., Director (Institutional Representative) of Taiwan Esports League Co., Ltd., Chairman (Institutional Representative) of Digicentre Company Limited, Chairman (Institutional Representative)/Director of JollyBuy Digital Tech. Co., Ltd., Chairman (Institutional Representative) of Two Tigers Co., Ltd., Director of Cash Point (Hong Kong) Company Limited, Chairman of Cash Point (Korea) Co., Ltd., Director (Institutional Representative) of JSDWAY DIGITAL TECHNOLOGY CO., LTD., Chairman (Institutional Representative) of INDILAND CO., LTD., Chairman (Institutional Representative) of COCO DIGITAL TECHNOLOGY CO., LTD, Chairman (Institutional Representative) of ANTS' POWER CO., LTD., Director (Institutional Representative) of PRI-ONE COMMERCIAL PRODUCTION CO., LTD., Chairman (Institutional Representative) of COTURE NEW MEDIA CO., LTD., Chairman (Institutional Representative) of MADSUGR DIGITAL TECHNOLOGY CO., LTD., Chairman of Joymobee Entertainment Company Limited, Chairman of Gamania Holdings Ltd., Chairman (Institutional Representative) of Gamania International Holdings Ltd., Chairman (Institutional Representative) of Gamania China Holdings Ltd., Chairman of Gamania Sino Holdings Ltd., Chairman (Institutional Representative) of GASH POINT CO., LTD., Chairman (Institutional Representative) of FANTASY FISH DIGITAL GAMES CO., LTD., Chairman (Institutional Representative) of Ya Ju Investment Co., Ltd., Chairman of Gamania Cheer Up Foundation, Chairman (Institutional Representative) of CONETTER COMARKETING CO., LTD., Chairman (Institutional

Representative) of WEBACKERS CO., LTD., Chairman of Xiang Sheng Investment Co., Ltd., Director of Madsugr Digital Technology (HK) Co., Ltd., Director of HaPod Digital Technology Co., Ltd, Chairman (Institutional Representative) of Jollywiz Digital Technology Co., Ltd, Director of Achieve Made International (BVI), Director of Gungho Gamania Co., Limited, Chairman (Institutional Representative) of BEANGO CO., LTD., Chairman (Institutional Representative) of CIIRCO, INC., Director of CIIRCO (HK) Company Limited, Director (Institutional Representative) of 4-Way News, Director (Institutional Representative) of AOTTER INC., Chairman (Institutional Representative) of The China Post

Director's Name	Company Name and Job Title
Wanin International Representative: Hsiao, Cheng-Hao	Chairman and President of Wanin International Director of Hongxin Multi-Media Co., Ltd. Director of BONUS WINNER ONLINE ENTERTAINMENT CO., LTD.
Lin, Hsien-Ming	Chairman and CSO of WISTRON CORPORATION Chairman of Wiwynn Corporation Independent Director of TAIWAN IC PACKAGING CORPORATION Independent Director of ELAN MICROELECTRONICS CORPORATION Chairman of WISTRON DIGITAL TECHNOLOGY HOLDING COMPANY
Yun Pai Investment Co., Ltd. Representative: Chen, Shih-Ying	Managing Partner of LCAS, Attorneys-at-Law Independent Director of Jinli Group Holdings Limited Supervisor of THERMALTAKE TECHNOLOGY CO., LTD. Independent Director of Yonggu Group Inc. Independent Director of Nova Chic Holdings Company Limited
Lin, Ruey-Yih	Chairman of STARTRII CO., LTD. Director of Shun Yi Investment Co., Ltd. Director of SHUNG YE TRADING CO., LTD. Director of Lien Chen Automotive Co., Ltd. Independent Director of BORA PHARMACEUTICALS CO., LTD.
Bobby Sheng	Chairman and President of BORA PHARMACEUTICALS CO., LTD. Chairman of UNION CHEMICAL & PHARMACEUTICAL CO., LTD. Director of WELLPOOL CO., LTD. Director of Baolei Co. Ltd. Director of Rui Bao Xing Investment Co., Ltd. Representative of Corporate Director of O-Bank Independent Director of BIONET CORP. Chairman of YUTA HEALTH CO., LTD. Chairman of Bora Pharmaceutical Laboratories Inc. Chairman of Bao En International Co., Ltd.

	Chairman of Jia Xi International Co., Ltd.
Chen, Kuan-Pai	Chairman of Bai Chuan International Investment Co., Ltd. Remuneration Committee Member of TECO IMAGE SYSTEMS CO., LTD. Representative of Corporate Director of TSEC CORPORATION Representative of Corporate Director of BORA PHARMACEUTICALS CO., LTD.

Resolution: The voting result on the Motion is stated as following:

Number of votes held by the whole present shareholders at the time of voting:

126,079,379 votes

Voting result	% of the number of votes held by the whole present shareholders
Votes in favor of the motion: 116,552,744 votes (including 5,896,733 votes by e-voting)	92.44%
Votes opposing the motion: 7,185,019 votes (including 7,185,019 votes by e-voting)	5.70%
Votes invalid: 0 vote	0%
Votes waived and abstained: 2,341,616 votes (including 2,338,780 votes by e-voting)	1.86%

The Motion is passed as it is.

VIII. Extemporary Motion

IX. Adjournment: 9:30AM

Note 1: The Minutes for this meeting only specifies the intent of the meeting. For details, please refer to the video recording the parliamentary procedure.

Note 2: The percentage of votes in favor of and opposing motions and votes waived and abstained to the votes represented by all present shareholders at the meeting was calculated by the system automatically and unconditionally rounded down to the second decimal place. Therefore, there might be some difference in decimal tail, which results in a total inequivalent to 100.00%.

Chairperson: Liu, Po-Yuan

Recorder: Ching-Hsien Hsu

